

ANNUAL REPORT 2014

THAI INSTITUTE
OF DIRECTORS
ASSOCIATION



4	About IOD
4	2014-2016 Strategy
5	IOD Activities
9	The message from Chairman
11	CEO's Report to Stakeholder
12	Strategic Patrons & Sponsoring Partners of Thai-IOD
14	Corporate Statistics & Financial Highlights
14	• Financial Highlights
15	• Membership
18	• Director Training
19	• Research & Policy
22	IOD Organisation Chart
23	Board of Directors
28	Committee, Advisory Board, Advisor and Facilitator
30	Activities Challenges and Activities in 2014
30	• Member Relations
33	• Director Training and Skill Development
36	• Research & Policy
40	• Private Sector Collective Action Coalition Against Corruption
43	• International Recognition
44	Good Corporate Governance Report
53	Report of Board of Directors' Responsibilities for the Financial Statements
54	Audit Committee Report
55	Financial Statement
	We are IOD
	IOD Information

Table of Contents

About IOD

The Thai Institute of Directors Association (IOD) is a leading organization dedicated to improving director professionalism and corporate governance in Thailand. Founded in 1999, two years after the Asian financial crisis, IOD has been at the forefront of promoting good governance practices in Thai companies. Through its various activities, it has helped develop a professional standard of directorship and provided best practice guidelines for company directors to perform their duties effectively and in line with international standards. IOD believes that with effective directors, a company can be managed and operate effectively in a way that results in increased shareholder value and sustainable growth of the Thai economy.

IOD is a not-for-profit, membership organization, established with support from core institutions involved in Thai capital market, namely the Securities and Exchange Commission (SEC), the Stock Exchange of Thailand (SET), the Bank of Thailand, and the Foundation for Capital Market Development Fund, and international organizations, such as the World Bank. IOD is recognized locally and abroad for its leading role in corporate governance, and has been cited by national and international forums as one of the most successful professional bodies.

Our Mission

Develop and Support Corporate Directors to
Implement Good Corporate Governance

Our Vision

IOD is recognized internationally for promoting directorship to a professional level leading to the sustainable growth of Thai companies.

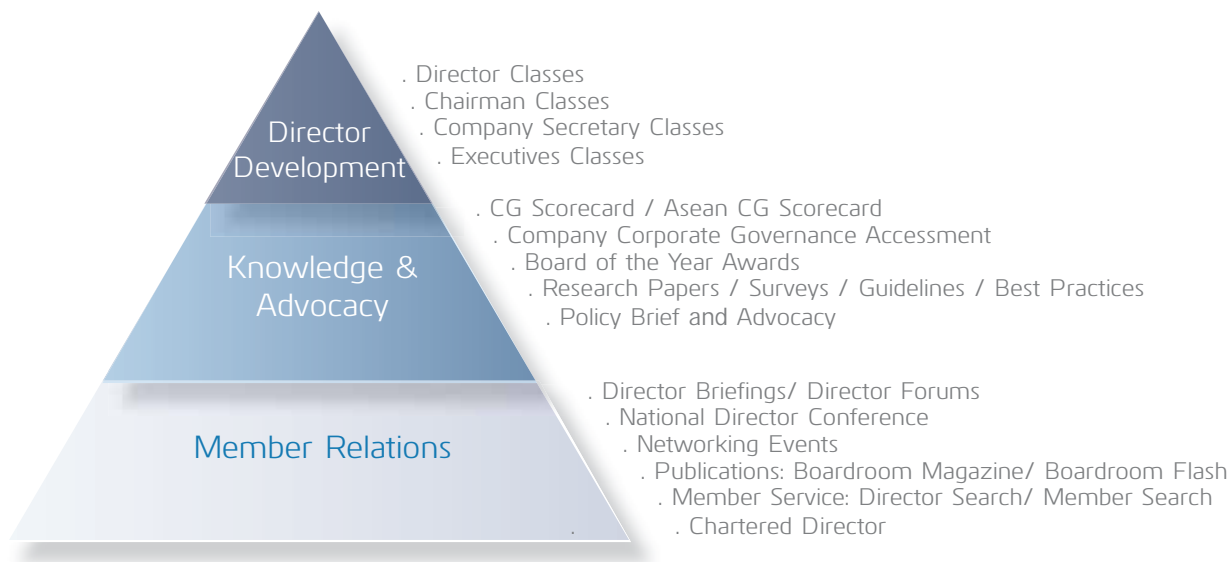
IOD strategies for 2014-2016

1. Strengthen the quality of Directors' training programs at local and international levels.
2. Maintain high standards of quality research activities and study key policies and issues and related trends for best practices that have an impact on the duties and work of Directors.
3. Facilitate dialogue between company Directors and Regulators on key policies and issues that affect the duties and work of Directors.
4. Improve and enhance IT systems and associated mechanisms in order to create an effective "members network" and promoting the network's active participation (engagement) in activities aimed at giving added value to all groups of Members.
5. Establish and develop the Chartered Directors Project to become an independent professional platform.
6. Guide Thailand's Private Sector Collective Coalition Against Corruption (CAC) Initiative to achieve real results according to agreed objectives and goals.
7. Enhance the reputation of the Thai – IOD at the international level through the international network of IOD organizations and other global good corporate governance-related organizations.

7

key directions
driving IOD strategies for
2014-2016

Thai IOD Activities



Thai IOD Activities

The Thai IOD'S activities comprise three core areas: Development; Knowledge Dissemination & Policy Advocacy; and Membership Relations.

Development

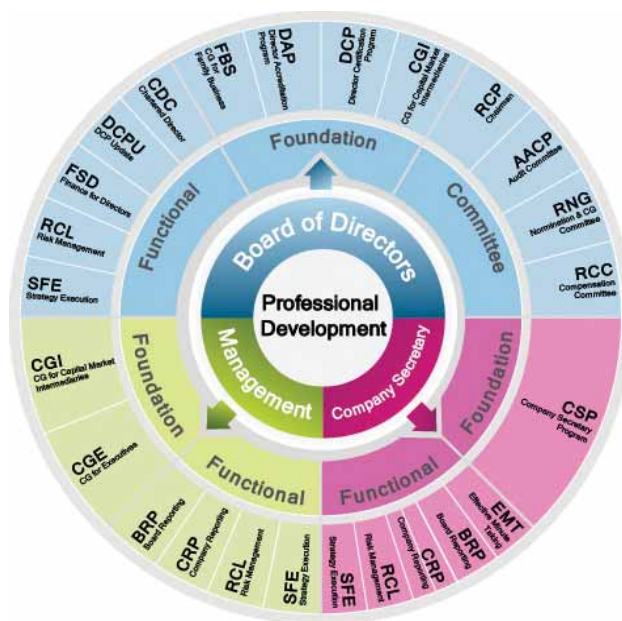
The Thai IOD currently offers 20 director training courses which have been designed for key people, namely, board of directors, CEOs, company secretaries and senior management of different types of organizations including SET listed and non-listed companies, state owned enterprises and non-profit organizations.

The development courses are divided into 2 categories – Foundation Courses and Functional Courses:

Board of Directors

The Thai IOD offers company directors 'Foundation' Courses, Director Certification Program (DCP) and the Director Accreditation Program (DAP), to enhance their knowledge on roles and responsibilities of directorship based on the good corporate governance principles.

The Thai IOD also recognizes the need for knowledge development for board committees on their roles and responsibilities under good corporate governance principles. Hence, several Committee Courses are offered to different committee such as Audit Committee,



Source: Thai Institute of Directors – Training Courses Development Division, 2014

Nominations and Corporate Governance Committee (R&CGC), and the Remuneration & Compensation Committee.

Furthermore, the Thai IOD undertakes skill development courses for directors in order to enhance and increase

the ‘functional’ effectiveness of company directors with regard to strategic, risks, financial and corporate governance issues, as well as decision making skill in a fully independent manner.

Company Secretary

The Thai IOD also offers ‘Foundation’ courses for company secretaries, namely, the Company Secretary Program (CSP) with an aimed to develop both knowledge and understanding about roles and responsibilities of a company secretary in supporting the board of directors based on the concepts of good corporate governance.

‘Functional’ Courses for company secretaries are designed to heighten their performance in various aspects including minute taking, board reporting presentation, information disclosure to the public and stakeholders. They also support the development of expertise and skills of company secretaries in regards to effective corporate strategy formulation, in order to elevate their level of understanding in directors’ viewpoints associated with strategic decision making and strategic implementation.

Management

The Thai IOD offers ‘Foundation’ Courses for a company’s senior and mid-level management, Corporate Governance for executives (CGE), in order to develop a better understanding of their roles and responsibilities in working with the board under the good corporate governance principles.

Similar to company directors, ‘Functional’ Courses are also offered for management, so that they can effectively perform their duties in regards to strategic and risks issues as well as in reporting to the board of directors.

Furthermore, the Thai IOD has developed good corporate governance courses for directors and owners of family businesses in order to establish a firm foundation for their stable and sustainable growth.

The Thai IOD also collaborates with regulatory organizations in developing a specific training course for directors and senior management of capital market intermediaries and ensures the sustainability of such industry. This in turn will help strengthen the development of Thai economy.

Research & Policy

Given that the Thai IOD’s stated mission is “to develop and support company directors to implement good corporate governance”, the Research & Policy Department has a core role in providing relevant supporting information and knowledge on corporate governance principles and practices (i.e.: Knowledge) This Department also acts as a representative for Thai IOD Members in expressing

opinions on various current or changing issues that relate to corporate governance, and in communicating such viewpoints to involved agencies or authorities as well as members of the Thai IOD (i.e.: Advocacy).

Providing relevant supporting information and know how (i.e.: Knowledge)

The Thai IOD has a duty and responsibility to provide relevant supporting information and knowledge on corporate governance principles and practices to company directors, company secretaries and all other involved stakeholders such as regulatory agencies/authorities, institutional investors, general investors, and various other organizations within the capital markets.

This is to further develop good corporate governance practices on a wider scale and in accordance with international standards through the following key activities:

1. Surveys of the extent of corporate governance practices of listed companies in Thailand (i.e.: Corporate Governance Scorecard), that include two projects as follows:

1.1 Corporate Governance Survey & Report of Thai listed companies (CGR)

This is a survey and report on the state of corporate governance (CG) practices within Thai-listed companies. It was initiated in 2001 and has been undertaken every year since, with the aims of assessing and following-up on current developments as well as progress of good governance practices in Thailand.

The associated survey report is useful and beneficial for Thai-listed companies in further developing their respective CG practices in accordance with accepted CG principles, as well as for regulatory agencies/authorities in further defining relevant policies and regulations relating to required CG practices. The report also provides valuable information for general investors in making their investment decisions.

1.2 Corporate governance survey and report of listed companies, based on agreed ASEAN CG standards (i.e.: ASEAN CG Scorecard)

This is a survey and report on the extent of corporate governance (CG) practices within the ASEAN region, based on agreed ASEAN-wide CG standards. It was initiated in 2011 by the ‘ASEAN Capital Market Forum (ACMF)’ as a result of cooperation between Securities Exchange Commissions (SECs) of ASEAN countries, with the aim of enhancing the standards of CG practices by listed companies in the ASEAN region so as to increase overall investor confidence throughout the region.

2. Board of the Year Awards Project

The Thai IOD, together with 6 leading private sector organization: the Stock Exchange of Thailand, the Thai Chamber of Commerce, the Federation of Thai Industries, the Thai Bankers Association, the Thai Listed Company Association and the Federation of Thai Capital Market Organizations jointly established the Board of the Year Awards Project to give due recognition and encouragement to those listed company directors, who have carried out their responsibilities in an effective and excellent manner leading to achieving transparency as well as equitable treatment for all their company's stakeholders, in full accordance with the principles of good corporate governance.

3. Research Paper / Survey / Guideline / Best Practice

The Thai IOD undertakes surveys as well as research activities on key issues and problems relating to being a company director, and publishes important research papers on good corporate governance practices and the role of the board of directors, such as the board directors remuneration report, board diversity survey, best practices for board nominations and remuneration.

These surveys and research reports are distributed to Thai IOD members and also made available to the general public for use as guidelines in the ongoing development of good business governance practices within various organizations.

4. Supporting Issues in Conference/Seminar/Forum

The Thai IOD also focuses on hosting conferences, seminars and discussion forums e.g. National Directors Conference, Chairman Forum, Director Forum, Audit Committee Forum, and Company Secretary Forum. This is in order to disseminate knowledge and issue reports on the latest trends on good corporate governance practices.

At the same time, by inviting experienced specialists and experts to such discussions for direct exchange of views, the Thai IOD is also able to inform its members about CG practices that can be implemented.

5. Supporting Issues through Policy Briefs

The Thai IOD also supports company directors by issuing policy briefs; it publishes the Board Room Flash Newsletter that aims to disseminate to company Directors significant information about the latest news on good corporate governance matters together with current developments or directions relating to any applicable rules and regulations specified by involved agencies/authorities; namely:

1. *Policy Briefs* - A summary of important information and analyses of applicable rules and regulations as well as the roles of Directors, relating to corporate governance practices with the aim of informing and recommending appropriate actions.

2. *Policy Alerts* – Information on the latest new rules and regulations that Company Directors should be aware of.
3. *CG News Updates* – Information on the latest news and trends relating to good corporate governance principles and practices that company directors should be aware of.

Representing Thai IOD members in expressing opinions on various changing issues regarding corporate governance (i.e.: Advocacy).

As an institute of Company Directors, the Thai IOD places importance on being their representative in commenting on and expressing opinions of its members on current or changing issue that relate to corporate governance matters and also to the discharging of the duties of company directors – regardless of whether it relates to any changes to the current laws and regulations, or to any corporate governance principles and practices.

As such, the Thai IOD will bring such relevant issues or topics to the attention of its members in order to hear their opinions and summarize a common viewpoint for communicating to involved regulatory agencies/authorities as well as to all Thai IOD members.

Member Relations

The Thai IOD is a member-driven organization with a current total of 3,048 members. The Thai IOD places great importance on its members by focusing on providing various benefits that its members should receive – information and knowledge, having potential networking opportunities and receiving good services from the Thai IOD, together with other additional special privileges.

All such membership benefits are derived from four core activities undertaken by the Thai IOD; namely: holding events and activities for its members; establishing various channels of communications or media, through which members can receive information that is both timely and useful; facilitating networking opportunities among its members and offering other special benefits or privileges.

Events and member activities

The Thai IOD assists its members to meet and exchange both their knowledge and experiences as a network or group of people who jointly seek to establish good corporate governance practices in Thailand. Such facilitations occur by arranging various events and activities that allow members to meet on a regular basis – both in a formal as well as informal environment – without having to pay any other additional expenses to their annual membership fees.

The events and activities in which Thai IOD Members can regularly participate are as follows:

Seminars, Conference and Forums

- The Annual General Meeting (AGM) of the Thai IOD
- The Thai IOD's Annual National Directors Conference
- Forums – to exchange viewpoints as well as to hear and learn about the latest trends or issues of interest from external guest speakers
- Briefings – to hear and learn useful information relating to various up-to-the minute CG issues from external guest speakers with special expertise and knowledge; such as: Breakfast Talk, Luncheon Talk, Tea Talk, Dinner Talk, Current Issues Seminars, and other Special Seminars.
- Events – to disseminate the Thai IOD's research or survey activities on specific topics; such as the Compensation Survey Seminar.
- Various activities that are part of the Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) Project, of which the Thai IOD is the secretary. These include the National CAC Conference and holding Anti-Corruption Seminars.

Facilitating networking opportunities among its members

- **DCP Alumni Party** A social event that enables those Thai IOD Members, who have attended and successfully completed the various DCP training programs and courses to meet each other again and renew their friendship.
- **IOD Golf Challenge** A sport and leisure event for Thai IOD members that are keen on golfing to compete in a friendly atmosphere as well as to establish closer relationships. After deducting direct expenses, all proceeds from this event are donated to charity organizations.

Apart from the internal events and activities, the Thai IOD also collaborates with other organizations to enable Thai IOD members to join in any events or activities undertaken by these external organizations.

Establishing various channels of communications or media, through which members can receive information that is both timely and useful

Apart from the special privilege of attending and participating in various internal events arranged by the Thai IOD, its members also regularly receive timely and useful information relating to good corporate governance matters as well as company director duties. Such information and knowledge is made available to all members by the Thai IOD through communications media, such as:

- **Boardroom Magazine:** A special bi-lingual (Thai and English) magazine, of which all Thai IOD members receive six issues a year. The contents of the Boardroom consist of: summaries and highlights of the various seminars, conferences and forums held by the Thai IOD; highlights of the various events and activities undertaken by the Thai IOD for its members; names of new

Thai IOD members; as well as various articles summarizing key local and international good corporate governance related issues and also special articles written by fellow Thai IOD members.

- **Boardroom Flash:** A bi-lingual 'e-newsletter' that summarizes any updated trends or timely issues relating to good corporate governance and the effective discharge of the duties of being a company Director
- **www.thai-iod.com website:** This is another channel of communication through which Thai IOD members can access and read various research and survey outputs summaries. All members must use their member ID as their username and associated password in order to log in to the website and can download various information or documents as required.
- **Facebook** fan page: www.facebook.com/ThaiIODFan

Facilitating networking opportunities among its Members,

The Thai IOD facilitates networking opportunities among all its members with the aim of creating closer relationships as well as encouraging closer cooperation between its members with a view to establishing improved corporate governance practices; whereby all members can communicate with each other directly through such contact channels:

- **Directors Pool:** This is a medium that is part of the Thai IOD official website through which all Members can post or exchange their personal resume details, as well as search for information on those who have successfully completed the various DCP Training programs and courses and also the names of all current fellow Thai IOD members. Moreover the Thai IOD has a group of 'Chartered Directors', all of whom are well-qualified, knowledgeable and professional in discharging their duties, from which listed companies can select to be nominated and appointed as independent directors. Currently there is a total of 33 such 'registered Chartered Directors' in this group.
- **Membership Directory:** The Thai IOD has published membership directory, which is updated every two years, to enable IOD members to access useful contacts information.

Offering various special benefits or privileges to its members.

The Thai IOD offers other additional special benefits and privileges to its members. These include special discounts for fees payable in attending various Thai IOD training programs/courses; special discounts for the purchases of any special Thai IOD Research or Survey outputs; and use of the Thai IOD's conference facilities, located at its office, for any meetings amongst members.

The Message from Chairman



The Board and Management agree that “Develop and Support Company Directors to Implement Good Corporate Governance” should continue to be a core mission of Thai Institute of Directors (IOD), and that great importance should continue to be placed on this key activity. During 2014, the Board of Directors recommended that the management support efforts to enhance good corporate governance practices on a wider scale and not just limit this activity to directors of listed companies. An oversight conducted by the Board on IOD’s performance indicated that the management and all staff was fully committed to the drive to develop IOD’s activities in new strategic directions and had achieved positive results.

The directors training programs, another key core activity through which corporate directors learn about IOD, was enhanced with the development of a number of courses that target both company Directors and members of Management who are specifically responsible for supporting the activities of the Board of Directors. Among them is the Director Certification Program Update (DCPU) Course, which is a follow-up to the training program for Directors who have already attended the DCP course and wish to refresh their knowledge and learn more about the latest trends in corporate governance practices. All these courses have been well

received with full capacity. IOD’s research and policy activities have continued to support and encourage members of the educational sector to promote the importance of corporate governance. This was done through the initiation of joint work program in which IOD linked up with six universities and the National Anti-Corruption Commission (NACC) in the Research Alliance on CG Dialogue. The objective of the project is to serve as a forum for exchanging research findings on corporate governance between the educational and private business sectors. Although this is relatively new activity, more than 150 audiences such as company directors and management members, academics and professors and students have expressed interest in it.

The year 2014 has been another challenging for the Corporate Governance Report of Thai Listed Companies (CGR). It marks the first year in which Thai listed companies were assessed by using a new set of criteria that was updated to reflect and correspond to the ASEAN CG Scorecard Standards. Although 89 assessment criteria were added to the assessment scorecard, Thai-listed companies achieved an overall average CG score of 72%, which is considered to be a good scoring. This positive result can be attributed to assistance extended by IOD in preparing the Thai-listed companies

for this new assessment scorecard a year prior to the formal implementation of the new criteria.

With regard to Members Relations, a number of activities were undertaken. These activities were directed at continuing to underscore the importance of Independent Director, further developing the IOD Chartered Directors Project and creating the Associated Professional Directors program. Also during the year, the DCP Alumni Party was also held for Members who have attended DCP courses, enabling them to get together, renew acquaintances and exchange ideas and past experiences.

Additionally, new channels of communications were established for Members to exchange information and to access relevant information, such as accessing the IOD website or working together with the Research & Policy Development Department to further develop and modernize the “Boardroom Flash” to make it an effective communications platform for supporting Directors in formulating key CG policies.

During 2014, all sectors stressed the importance of anti-corruption initiatives. This increase in awareness enabled the Private Sector Collective Action Coalition Against Corruption (CAC) to achieve results that exceeded its targeted goals. Notably, the numbers of companies that have declared their

formal stance on anti-corruption or been formally “certified” by the CAC were 406 and 96, respectively. Also in 2014, the Board continued to monitor the Management Group’s initiatives to set new strategies to develop a “Members-Driven Institute Model”, with the goal to make IOD a professional members-centric organization driven by its Members. An increasing number of Members expressed their interest to actively participate in IOD activities. Among these activities were contributing articles to IOD’s BOARDROOM magazine or joining sub-committees or ad hoc working groups. Furthermore, a new program initiative, called Policy Advocacy has been established, which, initially, will serve as a platform for selected invited Members to join as “advisors” on proposed changes or amendments to key legal and regulatory corporate governance-related policy issues. However, in 2015, a formal special “Advisory Committee” on corporate governance and related policy issues will be established to serve as a platform for hearing the various opinions and viewpoints of IOD Members, so that activities relating to policy advocacy will more effectively reflect the viewpoints of IOD Members.

The IOD Board of Directors is fully aware that the successful achievements in 2014 are a direct result of dedication extended by the Management Group, Advisors and Staff members, who have also received strong support from and worked closely with partner organizations in the capital markets and the private business sector, listed-Thai companies, strategic patrons and business partners, educational institutions and other involved

organizations and their Members, guest lecturers/speakers and facilitators, members of sub-committees and ad hoc working groups. The Board wishes to thank and express its genuine appreciation to all of these stakeholders.

For 2015, the Board views that to move on to the next stage and tackle the ongoing challenges of good corporate governance, all relevant parties need to stress the importance of carrying out corporate governance practices. It also believes that the role of the Board of Directors may change in response to various developing situations or trends, which may be related to its role in strategy formulation or risk management (i.e. IT systems related to risks), or corporate governance practices linked with sustainability. The IOD Board of Directors is confident that it can oversee the activities of IOD to effectively meet and support these potential changes. In the coming year, its key strategies are to further develop IOD to become a members-driven (or centric) professional organization that is focused on the ongoing development of good corporate governance practices on a wider scale.



Mr. Krirk-Krai Jirapaet
Chairman,
Thai Institute of Directors

CEO's Report to the Stakeholders

Since it was founded, IOD has played an important role in developing and imparting knowledge to Directors pertaining to carrying out the duties of a company Director in a professional manner based on the principles of good corporate governance, with the objective to ingrain good corporate governance practices within the private sector. Good corporate governance or good governance is a challenging issue in the private and public sectors of Thailand, and that tackling good governance issues and improving good governance practices are important for enhancing economic growth and the quality of the development of the country in the long term.

The strategic direction of IOD in the biennium 2014 -2016 is to improve the operational standards by becoming a Directors-related organization that plays a more comprehensive role in developing Directors' skills and raising the quality of good corporate governance practices in Thailand to be of internationally accepted standards. This will enhance activities relating to the development of company Directors and research activities and enable the Member-related activities to be more proactive and more centered on promoting good corporate governance practices on a wider scale within the Thai private sector. It will also better position IOD as it moves towards being a members-driven (or centric) organization. The objective is also to make its Members proud of IOD and strive to actively participate in IOD's activities aimed at carrying out its seven core strategies: (1) Directors' training programs; (2) undertake quality research (3) take a more public role in presenting (or advocating)

the opinions and views of its Members on policies or issues that affect the duties and work of company Directors; (4) increase its Membership base and boost participation of its Members in its activities; (5) promote the development of professional Directors; (6) drive forward the Thailand Private Sectors Collective Coalition Against Corruption (CAC) initiative; and (7) expand the role and enhance the level of recognition of the IOD within the international network of IOD organizations and other global good corporate governance-related organizations. These seven core strategies have been endorsed by the IOD Board of Directors.

During the past year, IOD has made good progress in carrying out these strategies. This progress is reflected by the following: increased and positive recognition of the IOD both in Thailand and in the international arena; increased number of new IOD Members; positive feedback on the activities from the Members; and the more stable financial status of the organization. These positive achievements are the result of strong teamwork involving the Officers and the Staff of IOD combined with the constructive recommendations given by the Board of Directors and the generous monetary and non-monetary support extended by the Stakeholders. IOD's Stakeholders are well aware of the key benefits and important role IOD plays as a fundamental private sector organization that seeks to create and establish high standards of business conduct based on the good corporate governance principles and practices both on a continuing basis and in an ever-widening circle within the private sector. They are also



impressed by IOD's positive role in actively promoting and encouraging the public sector to become more aware of the principles of good governance – in terms of putting these principles into practice within Government activities as well in improving existing official bureaucratic systems and procedures. IOD has become increasingly more active in working with the public sector.

Nevertheless, numerous challenges relating to good corporate governance practices remain. They need to be tackled both within the private sector and for the country as a whole, which is a critical matter that must be recognized and requires close cooperation in order to achieve "positive" changes. IOD will continue to be fully committed to and focused on its established corporate missions to promote the benefits of good corporate governance principles and practices within the private sector and sustainable economic growth.

Dr. Bandid Nijathaworn
President & CEO

Strategic Patrons & Sponsoring Partners of Thai-IOD

Throughout 2014, IOD received good support from a number of strategic patrons and sponsoring partner organizations located in Thailand and overseas, as well as from the private sector, regulatory organizations and non-profit organizations. IOD activities have greatly benefited Thai company directors, which has resulted in strong support from numerous sponsoring organizations through financial and nonfinancial assistance. Through this support, IOD has been able to organize interesting activities for its members. Most of its strategic patrons and sponsoring business organizations are interested in extending support to the to various forums and seminars on key topics that are relevant to the duties and role of company directors, good corporate governance practices and anti-corruption initiatives within the private sector.

In 2014, IOD redesigned the format of its BOARDROOM Magazine to be more attractive for its readers. The magazine has since received increased support from sponsoring organizations that now total nine companies, and resulted in a 52 % increase in associated revenues. The increase in proceeds covers the production and printing costs of the magazine and provides a small cushion to support the publication of further issues.

IOD wishes to thank and express its great appreciation to all strategic patrons and sponsoring organizations/companies for their kind support, with the joint objective to promote good corporate governance practices in Thailand.

Total number of strategic patrons and sponsoring organizations/companies that have provided ongoing support to the IOD during 2011 - 2014

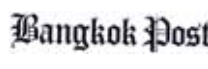
Year	Number of supporting regulatory organizations and agencies	Number of supporting non-profit organizations	Number of supporting private sector companies	Total number of supporting organizations and companies
2011	3	9	31	43
2012	3	10	74	87
2013	4	14	55	73
2014	3	10	74	87



Regulatory Organizations



Non-Profit Organizations



Private Sector

Corporate Statistics & Financial Highlights

Financial Highlights: Assets and Operating Results

IOD was established with a capital fund of 23.0 million baht received from the founding organizations. Over the years, its operations have generated an increase in the operating capital fund as annual revenues exceeded expenses. As at the end of 2014, the operating capital fund totaled approximately 88.6 million baht. IOD is overseen and managed by a Board of Directors, which consists of 15 members (who do not receive any remuneration) and 42 permanent Staff and 4 Advisors. The financial highlights of IOD for the past three years are as follows:

(in Thai baht)	2012	2013	2014
Financial status			
Total assets	85,219,894	106,073,646	130,623,509
Total liabilities	30,501,323	35,793,683	42,033,581
Capital fund	54,718,571	70,279,963	88,589,928
Operating results			
Total revenues	98,447,819	113,874,022	118,707,197
Net profit	8,368,719	15,561,392	18,309,965
(Total revenues exceeding total expenses)			

IOD's Operating Results: 2000 - 2014



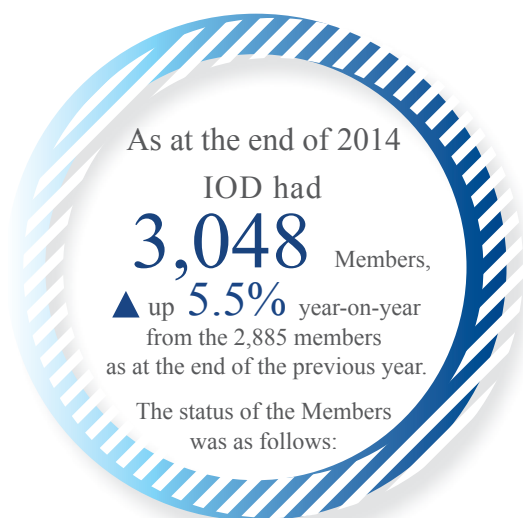
Member Relations

Operations Productivity

Increase in Cumulative Operating Capital Fund Balance vs, Total Number of Staff and Total Net Profit: 2000 - 2014



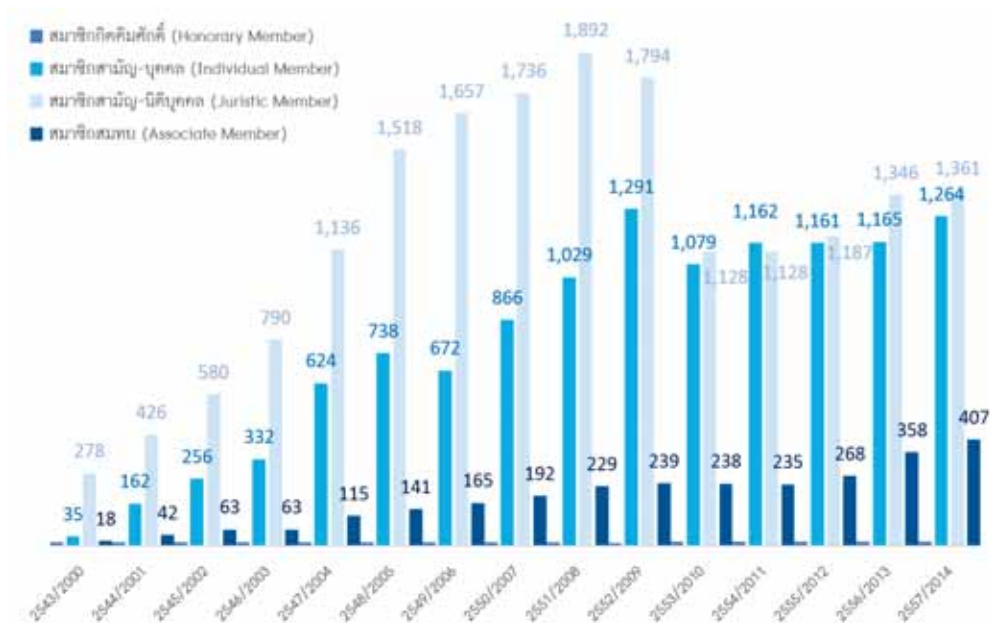
Total number of IOD Members, Membership Status and Rate of Membership Renewals



IOD Membership Status – Mix (as at end 2014)

	2014	2013
Honorary Member	16	16
Fellow Members	116	112
Graduate Members	1,838	1,765
General Members	671	634
Associate Members	407	358
Total	3,048	2,885

Also of note, more than 60% of the Members have attended and passed the Director Certification Program (DCP).



A total of 278 companies or 54.8% of the 507 companies listed on the SET are Members of IOD. Of that amount, 127 of them are Ordinary Members and 151 are Corporate Members. A total of 48 companies or 42.8% of the 112 companies listed on the MAI are Members of IOD, with 32 of them signed up as Ordinary Members and 16 as Corporate Members. Thus, of the 619 companies listed on the SET and MAI, 326 companies – or 52.6% of them – are Members of IOD.

On a yearly basis, IOD invites existing Members to renew their membership. During 2014, of the 1,467 Members whose membership expired last year, 908 Members – or 62% - renewed their membership, while another 105 Members, whose membership expired in previous years, also renewed their membership. In total, 1,013 Members renewed their membership in 2014. On the other hand, 59 Members declined to renew their membership during the year without giving any specific reason and another 559 Members are in the process of being contacted by the IOD Staff regarding the renewal of their expired memberships. This follow-up action is undertaken by the Membership

Relations Department by sending letters, emails, SMS and telephone calls. It is done to ensure that all IOD Members are made aware of the current status of their membership and are given the opportunity to renew it. In the course of speaking to Members about renewing their expired membership, IOD explains to them the potential benefits of having access to the relevant knowledge and information opportunities gained through intra-Member networking, a key drawing point of the organization.

IOD hopes that the number of Members that renew their membership will increase every year, as part of its effort to build a viable company Directors network⁷ for the purpose of exchanging knowledge, ideas and viewpoints. An interesting statistic is that the majority of Members that renew their membership are Corporate Members. Within that status, 70% of the renewals are for Board Directors and Senior Management, while approximately 53% of Ordinary Members renew their membership, and about 41 % of Associate Members renew their membership. Based on this information, getting Ordinary Members interested in renewing their membership on a continuous basis remains a key challenge for IOD.

Rate of Membership Renewals: 2011- 2014

Year	Total number of memberships expiring during the year	Total number of membership renewals	% rate of membership renewals
2554	1,407	669	48
2555	1,190	697	59
2556	1,223	701	57
2557	1,467	908	62

Member Activities

In 2014, IOD provided member activities almost every month. In total, eighteen member's activities were organized, of which fifteen activities were offered to IOD members free-of-charge. IOD hope these member's privileges will be valuable to our active members.

No.	Activities	Subject	Dated
1	Director Briefing 1	Thailand's Economic Outlook 2014	Jan. 31, 2014
2	Director Briefing 2	The Four Pillars of Board Effectiveness	Mar. 4, 2014
3*	Current Issue Seminar 1	Fighting Corruption Blueprint 2014	Mar. 12, 2014
4	IOD Director Forum 1	How to create sustainability in Family Business?	Mar. 18, 2014
5	IOD Luncheon Briefing 1	Sustainability: Strategy, Change and Board Engagement	Apr. 1, 2014
6	IOD Dinner Talk	Thai Private Sector's Challenges under the Current Political Situation	May. 16, 2014
7	National Director Conference 2014	Improving Corporate Governance: Key to Advancing Thailand	Jun. 24, 2014
8	IOD Company Secretary Forum 2014	Strengthening Anti-Corruption Practice in Your Boardroom	Jul. 30, 2014
9	IOD Chartered Director Forum 1	Challenge in Making Directorship a Career	Aug. 5, 2014
10	IOD Chartered Director Event 1	Breakfast briefing for Head Hunters and director placement companies	Aug. 8, 2014
11*	DCP Alumni Party		Aug. 25, 2014
12	IOD Chairman Forum 2014	Clean Business: What is the Chairman Role?	Sep. 16, 2014
13	Thailand's 5th National Conference on Collective Action Against Corruption	Tackling Corruption through Public-Private Collaboration	Oct. 16, 2014
14	IOD Audit Committee Forum 2014	Internal Audit Topics for Audit Committee Consideration	Oct. 29, 2014
15	Special Event	The Evolving Role of Director in Corporate Governance	Nov. 6, 2014
16	IOD Chartered Director Forum 2	The Challenging in Nominating Independent Directors	Nov. 12, 2014
17*	IOD Golf Challenge Cup	IOD Golf Challenge Cup 2014	Nov. 21, 2014
18	IOD Luncheon Briefing 2	Legal Risks for Directors Arising from Foreign Operations	Nov. 28, 2014

* Free-of-charge

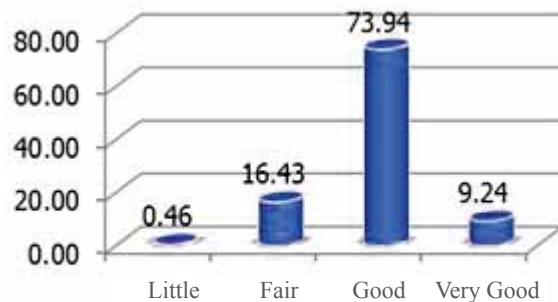
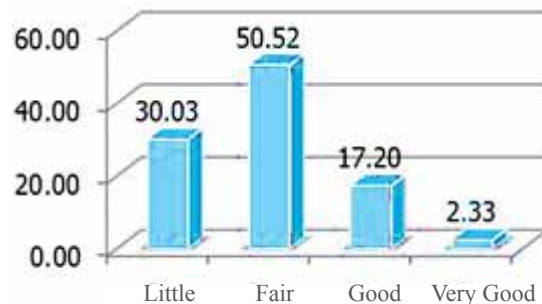
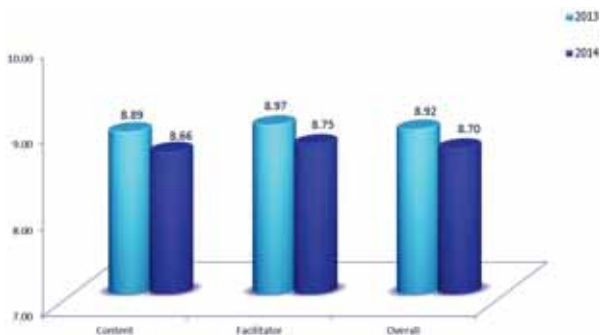
Director Training

Satisfaction of Course Attendees

During 2014, 1,868 Members participated in 20 IOD training courses made up of 69 separate training sessions. The post-course attendance assessments of the participants indicated an average overall satisfaction score of 8.70 (out of a possible 10). The average score for the course contents was 8.66 and for the knowledge and ability of the course lecturer/facilitator was 8.75. These scores were quite respectable.

However, in comparing the average scores achieved for 2014 against those of prior year, it was found that the overall level of satisfaction of course attendees was lower in 2014 with regards to course contents and the knowledge and ability of the course lecturer/facilitator. This is mainly because the Directors Development Department recruited many new course lecturers/facilitators in 2014, many of whom may need some time and more experience to become accustomed to the specific training methodology of IOD. Additionally, during the year, the Director Development Department introduced three new training courses, which may need further comments and suggestions from the attendees in order to make further improvements to the respective course contents.

The Directors Development Department conducted an assessment of the level of new knowledge and degree of better understanding gained from the course contents and issues for Directors who attended the various training courses. It showed that 80.55% of the course attendees believed that prior to attending the course their knowledge and understanding of the subject matter (relating to the course contents and issues for Directors) was “low” and after the course 73.94% of them were of the view that their knowledge and understanding was “much more”. Also, 9.42% of the participants stated that at the conclusion of the course they had a “very good” level of knowledge and understanding. This is positive feedback for IOD as it shows that the training programs are helping participants gain increased knowledge and a better understanding of issues for Directors.



Research & Policy

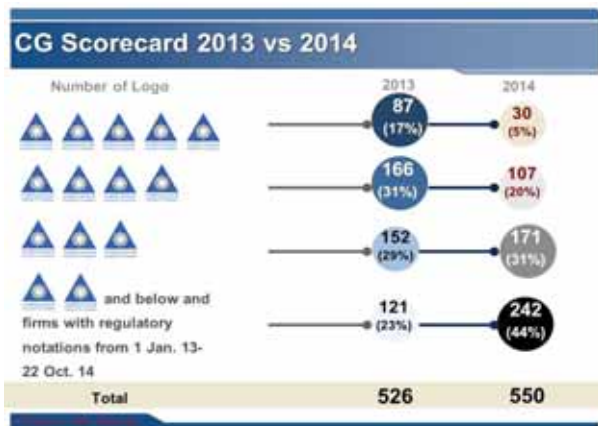
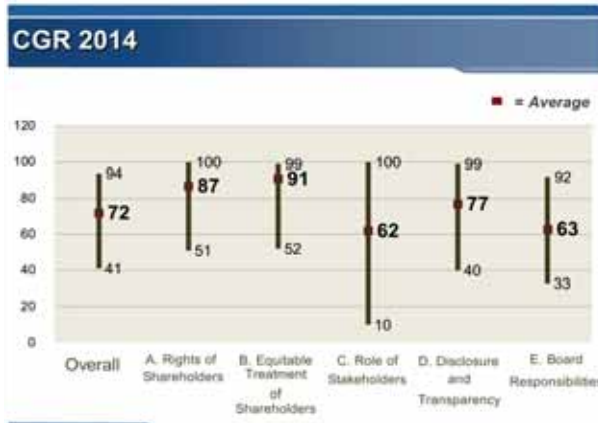
1. The Corporate Governance Report of Thai listed companies 2014

The Thai Institute of Directors Association released the Corporate Governance Report of Thai listed companies 2014 (CGR) scores of 550 listed companies in Thailand at an average of 72%, which is considered satisfactory despite application of more demanding criteria to meet the ASEAN CG Scorecard standard. The solid performance reflected value of corporate governance development cherished by Thai listed companies in order to bolster sustainable growth and boost confidences among domestic and international investors.

The average score of Thai listed firms remains satisfactory even under an upgraded criteria. Despite application of 237 criteria, up sharply from 148 in 2013, and the adjustment of category weighting and calculation method, the 550 listed companies made an average score of 72%, fairly good under the strict criteria, but down from 78% (average of 526 listed companies) in 2013.

Average scores of three categories breached 70% including Equitable Treatment to Shareholders (91%), Rights of Shareholders (87%), and Disclosure & Transparency (77%). Yet, two categories fell short of 60% mark including the Board Responsibilities (63%) and the Role of Stakeholders (62%). Thus, further development is required in these particular areas.

According to the 2014 report, 308 listed companies scored over 70%. Of the total, 30 companies (5%) were scored excellence with scores of 90% and above, 107 companies (20%) were scored very good with scores at 80-89%, and 171 companies (31%) were scored good with scores at 70-79%.



Research & Policy

2. Thai Directors Compensation Survey - 2014

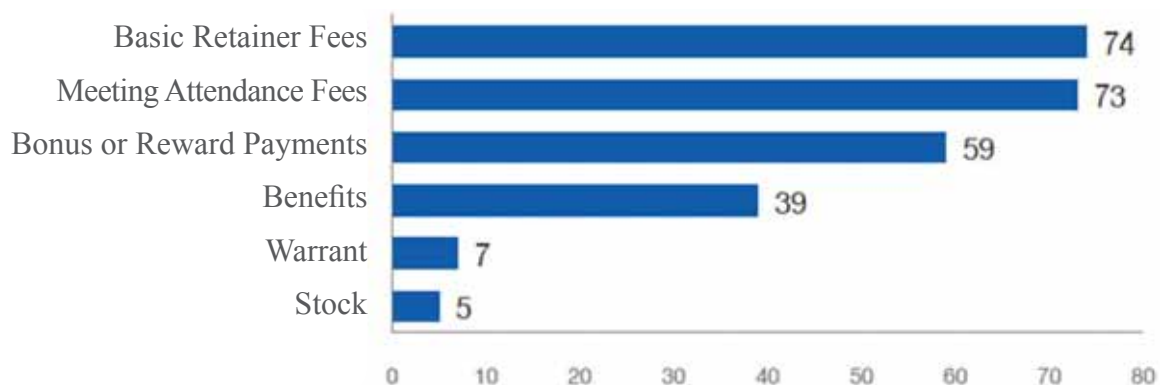
Determining remuneration for company Directors that is appropriate and in a transparent manner is an important element of the guidelines and principles of good corporate governance. Since, apart from protecting the overall benefits of Shareholders, it also both motivates and retains those Directors possessing the desired qualifications to continue working with the company to the best of their abilities. As such, in order to be able determine and decide what is the most appropriate Directors' remuneration, the company's Board of Directors must follow the applicable best practices guidelines as well as rely on comprehensive relevant information with regards to the types and amount of compensation being given – especially by those companies within the same or nearest comparable industry sector.

For these reasons the Thai-IOD recognizes the importance of having accurate information relating to the compensation being given to Board Directors; therefore since 2011 it has undertaken its Directors Compensation Survey of Thai listed companies every two years, in order to obtain relevant information on the related policies, guidelines, and criteria, as well as the various types and actual amount of remuneration being given together with the differing points of views relating to the determination of appropriate Board Directors compensation.

The findings and results of this survey is then published as the “Compensation Survey Report” for reference and use by company's Boards of Directors – and especially their Nomination and Remuneration Committee – in determining the appropriate Board Directors' compensation for their respective organizations, which can then be proposed for approval to their Annual Shareholders' Meeting; whereby it enables this activity to be undertaken in a fully transparent manner.

From this report, there are some observations as follow:-

1. The Board of Directors in most Thai companies gives more importance to compensation given in the form of cash – i.e.: basic retainer fees, meeting attendance fees, and bonus or reward payments; whereby, despite also giving other non-cash compensation, these form only a small portion of the total remuneration package.
2. Large companies will determine Board Directors compensation mostly in the form of retainer fees, while the smaller companies will determine Board Directors compensation mostly in the form of meeting attendance fees.
3. Greater importance is given to compensation in the form of 'retainer fees' by Board of Directors of both Thai and international companies compared to meeting attendance fees; since this is seen as creating more commitment as well as motivation on the part of company Directors in the performance of their duties.



Comparison of Types of Remuneration Given to Board Directors - in Thailand and Key International Markets

Europe	USA	ASEAN	Thailand
<ul style="list-style-type: none"> Cash-based compensation is given together with company shares; but cash-based compensation accounts for a greater proportion of the overall remuneration package. Both fixed and variable types of remuneration are given, with the variable remuneration being mostly in the form of meeting attendance fees. 	<ul style="list-style-type: none"> Cash-based compensation is given together with company shares; whereby companies with a high market capitalization value will give an overall remuneration package that is made up of a higher proportion of company shares. Cash-based compensation in the form of retainer fees is increasing, while meeting attendance fees is also decreasing proportionately. 	<ul style="list-style-type: none"> In Malaysia, Singapore and Indonesia cash-based compensation is given together with company shares, with cash-based types of compensation having the larger proportion of the overall remuneration package. Despite compensation given in the form of meeting attendance fees currently accounts for a large proportion of the overall remuneration package, the trend now is that this type of compensation is decreasing and will be increasingly substituted by retainer fees. 	<ul style="list-style-type: none"> Cash-based compensation is given together with company shares; but cash-based compensation accounts for a greater proportion of the overall remuneration package. Retainer fee is the most prevalent form of compensation given to Board Directors.
Source of information			
Hay Group (December 2013): Non-Executive Directors in Europe 2013	Frederic W. Cook & Co., Inc. (December 2013) : 2013 Director Compensation Report - Non-Employee Director Compensation Across Industries and Size of Companies	Hay Group (February 2012): Non-Executive Directors in ASEAN: Pay practices, responsibilities and policies.	Thai Institute of Directors Association (Thai-IOD) : Thai Directors Compensation Survey 2014 Report (Nov 2014)

3. Policy Briefing & Advocacy

In 2014, Thai-IOD released six issues of policy briefing and advocacy, which were published in electronic newsletter “Boardroom Flash” every two months. The “Boardroom Flash” were also distributed to our member directly by e-mail.

Issue	Period of	Topics
1.	Jan-Feb	Foreign Exchange Regulations for Director
2.	Mar-Apr	Financial Reporting Standards for Directors
3.	May-Jun	Corporate Governance on Taxation for Directors
4.	Jul-Aug	Corporate Governance in the cycle of the Real Estate Investment Trust: REITs
5.	Sep-Oct	Investment Policy Perspective in ASEAN
6.	Nov-Dec	The Amendment on the Thai Commercial Code number 20th,

Organization Chart



Board of Directors



Mr. Krirk-Krai Jirapaet

Chairman of the Board
Independent Director

Education

B.A. (Hons) Political Science, Chulalongkorn University
Master of Economics, Sydney University, Australia

Special Program Certificate

Certificate in Economic Developments, Japan
Certificate in Project Appraisal, Oxford University, UK
Certificate in Commercial Counsellor Practices, Federal Republic of Germany National Defence College (Class 37)
Role of Chairman (RCP) # 11/2005, Thai Institute of Directors Association (IOD)
Director Certification Program (DCP) # 61/2005, Thai Institute of Directors Association (IOD)
Audit Committee Program # 8/2005, Thai Institute of Directors Association (IOD)
Capital Market Academy Leader Program (CMA) # 9, Capital Market Academy
Top Executive Program, Thailand Energy Academy (TEA) # 4

Other Current Positions

Chairman, Banpu Public Company Limited
Vice President, Council of the University of the Thai Chamber of Commerce, The University of the Thai Chamber of Commerce
Chairman of the Board of Directors, Thai Garment Development Foundation
Chairman Economic Reform Committee National Reform Council, National Reform Council

Experiences

Minister, Ministry of Commerce
Vice Minister for Tourism & Sports Permanent Secretary of Commerce Ambassador to the WTO



Mr. Pliu Mangkornkanok

Vice Chairman,
Board of Director
Chairman,
Nomination and Governance
Committee
Independent Director

Education

M.B.A. (Finance), University of California at Los Angeles, USA
M.S. (Industrial Engineering), Stanford University, USA
B.Eng. (Industrial Engineering), Chulalongkorn University

Special Program

Certificate of Thailand Energy Academy, Thailand Energy Academy

Certificate of Capital Market Academy Leadership Program, Capital Market Academy
Directors Certification Program (DCP) 11/2001, Thai Institute of Directors Association
Role of the Chairman Program (RCP) 3/2001, Thai Institute of Directors Association
Audit Committee Program (ACP) 43/2013, Thai Institute of Directors Association

Other Current Positions

Chairman of the Board of Directors and Independent Director, TISCO Financial Group Public Company Limited
Chairman of the Board of Directors and Independent Director, TISCO Bank Public Company Limited
Vice Chairman, TISCO Foundation for Charity
Independent Director, and Chairman of the Audit Committee, Star Petroleum Refining Company limited
Director, Chuchawal Royal Haskoning Company Limited
Director, Design 103 International Limited
Honorary Director, International School of Engineering, Chulalongkorn University
Director, Sem Pringpuangkeo Foundation
Councilor, Thailand Management Association



Mr. Praphad Phodhivorakhun

Vice Chairman,
Board of Director
Independent Director

Education

Business Management Sheffield College of Technology England
Master Degree in Public Administration (MPA) and Master Degree in Business Administration (MBA) Ramkhamhang University
Honorary Doctorate Degree in Business Administration Rajabhat University of Lampang

Special Training

Role of the Chairman Program (RCP) 10/2004, Thai Institute of Directors Association
Directors Certification Program (DCP) 63/2005, Thai Institute of Directors Association
Role of Compensation Committee Program (RCC) 3/2007, Thai Institute of Directors Association
Collective Action Against Corruption 1/2013

Other Current Positions

Chairman of the Board of Directors/Chairman of the Board of Executive Directors/Member of Nomination and Remuneration Committee, Kang Yong Electric Public Company Limited
Director, Kulthorn Kirby Public Company Limited
Chairman of the Board of Directors, Mitsubishi Electric Kang Yong Watana Company Limited
Chairman of the Board of Directors, Yokohama Rubbers (Thailand) Company Limited
Independent Director, Polyplex Public Company Limited
Chairman of the Board of Directors, Siam City Leasing and Factoring Public Company Limited

Board of Directors



Mr. Singh Tangtaswas

Vice Chairman,
Board of Director
Chairman,
Investment Committee
Independent Director

Education

B.A. (Economics), Thammasat University
M.B.A. (Finance), the Wharton School of Finance and
Commerce, University of Pennsylvania

Special Training

Certificate of Management Development Program, the
Wharton School
Certificate of Executive Development Program, Harvard
Business School
Director Certification Program (DCP) 0/2000, Thai Institute
of Directors Association
Monitoring the Internal Audit Function (MIA) 6/2009, Thai
Institute of Directors Association
Financial Institutions Governance Program (FGP) 2/2011,
Thai Institute of Directors Association

Other Current Positions

Independent Director and Chairman of Remuneration &
Nomination Committee, Bangkok Insurance Public Co., Ltd.
Executive Director, Bangkok Bank Public Co., Ltd.
Chairman of Risk Management Committee, Bangkok Bank
Public Co., Ltd.
Independent Director and Chairman of the Audit Committee,
Thai Optical Group Public Co., Ltd.



Mrs. Kesara Manthusree

Director,
Board of Director

Education

Master of Science in Finance, Golden Gate University,
San Francisco, USA
Bachelor of Art in Economics, Thammasart University

Special Training

Top Executive Program in Commerce and Trade : (TEPCoT 7),
Commerce Academy, University of the Thai Chamber of
Commerce
Certification, ASEP “Advanced Senior Executive Program”
@Evanston, Illinois, USA, SASIN and Kellogg School of
Management
Certificate, Capital Market Academy Leadership Program,
The Stock Exchange of Thailand, (CMA. 4)
Certification, Director Certification Program (DCP) 82/2006,
Thai Institute of Directors Association

Other Current Positions

President, The Stock Exchange of Thailand
Vice Chairman, Thailand Futures Exchange PCL.
Chairman in
- Thailand Securities Depository Co., Ltd.
- SETTRADE.COM Co., Ltd.
- Thailand Clearing House Co., Ltd.
- Thai NVDR Co., Ltd.
- Siam DR Co., Ltd.
- Thai Trust Fund Management Co., Ltd.
Sub-Committee on Strategy and Fund Management,
Compensations Fund, Social Security Office
Director of Faculty of Arts, Rajamangala University of
Technology Rattanakosin
Advisory Board of Sasin Graduate Institute Business
Administration



Ms. Tongurai Limpiti

Director,
Board of Director
Chairman,
Remuneration Committee

Education

MBA (Accounting and Finance), University of Wisconsin,
Madison
Bachelor’s degree in Accounting, Chulalongkorn University

Special Training

Certificate, Joint State-Private Sector Course, National
Defense College of Thailand
Certificate, Executive Program, Capital Market Academy
Certificate, Advanced Management Program (AMP), Harvard
Business School, USA
Certificate, Executive Program in Energy Literacy for
Sustainable Future TEA Class 1, Thailand Energy Academy

Certificate, Macroeconomic Challenges of Global Imbalances
London School of Economics & Political Science
Certificate, Corporate Governance Program for Directors and
Top Executives of State Enterprises and Public Organizations,
Public Director Institute (PDI) Class 12, King Prajadhipok's
Institute
Director Certification Program (DCP) 8/2001, Thai Institute
of Directors Association

Other Current Positions

Deputy Governor (Financial Institutions Stability), Bank of
Thailand



Dr. Bandid Nijathaworn

President and CEO,
Director and Secretary,
Board of Director
Member, Investment
Committee

Education

B.A. with Honours in Mathematical Economics, University of
Essex, Colchester, England
PhD in Economics, La Trobe University, Melbourne,
Australia

Special Training

Advanced Management Program, Harvard University,
Boston, USA.
Director Certificate Program (DCP) 97/2008, Thai Institute of
Directors Association

Other Current Positions

Visiting Professor, Hitotsubashi University, Japan
Member of the Council of trustees and the board of directors
of Thailand Development Research Institute.



Dr. Vorapol Socratyanurak

Director,
Board of Director

Education

Bachelor Degree in Science from Chulalongkorn University
Master Degree in Business Administration from the National
Institute of Development Administration (NIDA)
Master Degree in Business Administration (Finance) from
Syracuse University,
Master Degree and a PhD in Finance from the Wharton
School, University of Pennsylvania.

Special Training (Thai Institute of Directors Association)

Monitoring the System of Internal Control & Risk
Management (MIR) 3/2008
Monitoring the Quality of Financial Report (MFR) 6/2008
Monitoring the Internal Audit Function (MIA) 3/2008
Role of the Compensation Committee (RCC) 1/2006
Audit Committee Program (ACP) 6/2005
Director Certificate Program (DCP) 42/2004
Role of Chairman Program (RCP) 10/2004
Directors Accreditation Program (DAP) 1/2003

Other Current Positions

Member of Financial Institution Policy Committee, the Bank
of Thailand
Member of Insurance Commission,
Board member of Government Pension Fund
Board member of National Savings Fund
Board member of Public Debt Restructuring and Domestic
Bond Market Development Fund,
Member of Financial Sector Master Plan (Phase II)
Supervisory Board.



Mr. Chatchai Virameteekul

Director,
Board of Director
Member, Nomination and
Governance Committee
Independent Director

Education

MBA, Thammasat University
BA, University of Washington, USA

Other Certification

Housing Finance Program (2010), The Wharton School,
University of Pennsylvania, U.S.A.
Public Director Certification Program PDI Class 2/2009 King
Prajadhipok's Institute
Diploma in Advanced Financial Management Thammasat
University, Thailand
Bourse Game Seminar Computer-Based FX Trading
Simulation with Currency
Risk Management CitiBank N.A., Bangkok

Special Training (Thai Institute of Directors Association)

Role of the Chairman Program (RCP) 33/2013
Advanced Audit Committee Program (AACP) 3/2010
Audit Committee Program (ACP) 27/2009
Director Certification Program (DCP) 117/2009

Other Current Positions

Vice Chairman, Siam Bangna Land Co., Ltd.
Independent Director, Bank of China (Thai) Public Company
Limited
Advisor, Thai Investors Association
Vice President, Thai-Chinese Promotion of Investment and
Trade Association
Director, the MBA Program, Thammasat University
President of The DCP 117/2009 Class, Thai Institute of
Directors (IOD)

Board of Directors



Mr. Chusak Direkwattanachai

Director,
Board of Director
Chairman,
Audit Committee
Independent Director

Education

B.A. (Economics) English Program, Thammasat University
M.B.A., Northern Illinois University, U.S.A.

Special Training (Thai Institute of Directors Association)

Role of the Compensation Committee (RCC) 18/2014
Collective Action Against Corruption 1/2013
Financial Institutions Governance Program (FGP) 7/2013
Successful Formulation and Execution of Strategy SFE 14/2012
Role of Chairman Program (RCP) 24/2010
Directors Accreditation Program (DAP) 15/2004
Audit Committee Program (ACP) 2/2004
Chartered Director Class (CDC) 1/2004
Finance for Non-Finance Director 8/2004
Directors Certification Program (DCP) 24/2002

Other Current Positions

Independent Director, Chairman of the Audit Committee & Member of the Nomination and Remuneration Committee, Muang Thai Insurance Public Company Limited
Independent Director & Chairman of the Audit Committee, Interlink Communication Plc.
Advisory Director, Green General Products Co., Ltd.



Mr. Don Pramudwinai

Director,
Board of Director
Member,
Remuneration Committee
Independent Director

Education

M.A. (International Relations), Tufts University, U.S.A.
M.A. (International Relations), University of California, Los Angeles, U.S.A.
B.A. in Political Science (Hons.), University of California, Los Angeles, U.S.A.

Special Training

Director Certification Program (DCP) 155/2012, Thai Institute of Directors Association

Other Current Positions

Deputy Minister of Foreign Affairs

Experience

2009-2010 Ambassador, Royal Thai Embassy in Washington D.C., U.S.A.
2007-2008 Ambassador and Permanent Representative of Thailand, to The United Nations in New York City
2004-2007 Ambassador, to the European Union
2001-2004 Ambassador, to the People's Republic of China
1999-2000 Director-General of the Department of Information, Ministry of Foreign Affairs



Ms. Nualphan Lamsam

Director,
Board of Director
Member,
Remuneration Committee
Independent Director

Education

M.Ed. (Educational Leadership Administration), Boston University, U.S.A.

Special Training

Director Certification Program (DCP) 67/2005, Thai Institute of Directors Association

Other Current Positions

President and Chief Executive Officer, Muang Thai Insurance Public Company Limited
Director, Phatra Leasing Plc.
Director, Muang Thai Real Estate Plc
Director, Muang Thai Group Holding Co., Ltd.
Honorary consul of The republic of Lithuania In Thailand
Director of The National Identity, Office of the Permanent Secretary to the Prime Minister's Office, Government's House
Advisor to the President of the National Legislative Assembly
Expert Director, The Ministry of Social Development and Human Security
Director, Nava Nakorn Plc.
Honorary Chairman, Saint Sonore (Bangkok) Co., Ltd.
Honorary Chairman, Trans Fashion (Thailand) Co., Ltd.
President, Muang Thai Insurance Co., Ltd.

Director & Deputy Secretary General, The Thai Chamber of Commerce
Advisor to the President, Muang Thai Life Assurance Plc.



Ms. Patareeya Benjapolchai

Director,
Board of Director
Member,
Audit Committee
Independent Director

Education

M.B.A., Thammasat University
B.A. (Accounting), Chulalongkorn University
Diploma, Advanced Accounting and Auditing Chulalongkorn University

Special Training

Certificate, The Executive Program, University of Michigan, USA
Certificate, Capital Market Academy Leadership Program, Capital Market Academy
Certificate, Advanced course on Political and Economic Studies, King Prajadhipok's Institute
Directors Certification Program (DCP) 1/2000, Thai Institute of Directors Association
Financial Institutions Governance Program, (FGP) 1/2010, Thai Institute of Directors Association
Director Certification Program Update, (DCPU) 2/2014, Thai Institute of Directors Association

Other Current Positions

Independent Director and Chairperson of the Audit Committee, MCOT Public Company Limited
Independent Director and Chairperson of the Corporate Governance Committee, and Member of the Audit Committee, TISCO Financial Group Public Company Limited
Independent Director and Chairperson of the Audit Committee, Bangkok glass Public Company Limited
Associate Judge, Intellectual property and international trade court
Member, Professional Ethic committee, Federation of Accounting Professions of Thailand
Chairman of the Audit Committee, Agricultural Future Exchange Commission



Mr. Weerasak Kowsurat

Director,
Board of Director
Member, Nomination & Governance Committee
Independent Director

Education

Master of Laws (LL.M.) from Harvard Law School
Bachelor of Laws (Honour) from Chulalongkorn University.

Special Training (Thai Institute of Directors Association)
Role of the Nomination and Governance Committee (RNG) 6/2014

Advanced Audit Committee Program (AACP) 15/2014
Corporate Governance for Executives 1/2014
Role of the Compensation Committee Program (RCC) 18/2014

Collective Action Against Corruption 1/2013
Role of the Chairman Program (RCP) 33/2013
Director Certification Program (DCP) 125/2009

Other Current Positions

Secretary-General, the Federation of Thai Motion Pictures and Contents Association

Working Experience

Minister of Tourism and Sports
Executive Director International Institute for Trade & Development (Public Organization)
Chairman of the Board of Tourism Authority of Thailand
Vice Minister for Culture and Vice Minister for Social Development and Human Security
Deputy Secretary-General to the Prime Minister in International Affairs



Professor Dr. Surapon Nitikraipot

Director,
Board of Committee
Member,
Audit committee
Independent Director

Education

Bachelor of Laws (Hons.), Thammasat University, 1982
Barrister at Law, Class 35, Bar Association of Thailand, 1983

Board of Directors

Diplôme d' études approfondies (D.E.A.) de droit public (Strasbourg III), 1987
Doctorat de l' Université Robert Schuman de Strasbourg (mention très honorable), France, 1990
Certificate in Decentralisation and Local Government, International Institute of Public Administration, Paris, France, 1995

Special Training

Director Certification Program (DCP) 102/2008, Thai Institute of Directors Association
Role of Chairman (RCP) 25/2011, Thai Institute of Directors Association

Other Current Positions

Professor of Public Law, Faculty of Law, Thammasat University

Councilor of State (8th Committee), Office of the Council of State
Qualified member of the Commission on Civil Servants in Higher Education Institutions (C.C.H.E)
President of the Executive Committee of Thammasat University Hospital
President of the Board of Directors of Krungthep Thanakom Co. Ltd. (BMA Enterprise)
Independent Director and President of the Supervisory Committee of PTT Global Chemical Public Company Limited
Qualified member of Navamindradhiraj University Council, Rangsit University Council and Rattana Bundit University Council
Special Counsel to the Office of the Administrative Courts and Legal Counsel to the Election Commission

Steering Committee, Advisory Committee and Facilitator

Steering Committee of Corporate Governance Report of Thai Listed Companies (CGR)

In order to ensure that the criteria used in the study is in line with international standards and best practices, a Steering Committee was established to review and comment on the evaluation template. The Committee comprises of experts from various market segments namely:

Mr. Krirk-Krai Jirapaet
Dr. Bandid Nijathaworn
Mr. Yuth Vorachattarn
Mr. Chalee Chantanayingyong

Ms. Tongurai Limpiti

Ms. Pensri Suteerasarn
Mrs. Voravan Tarapoom
Ms. Pattera Dilokrunghirapop
Mr. Mongkol Leelatham
Mr. Sombat Narawutthichai
Mr. Satit Wannasilpin
Ms. Wirawan Munnapinun

Chairman, Thai Institute of Directors Association
President & CEO, Thai Institute of Directors Association
Director, Corporate Governance Center The Stock Exchange of Thailand
Deputy Secretary-General, The Office of the Securities and Exchange Commission
Deputy Governor – Corporate Support Services and Banknote Management, Bank of Thailand
President, Thai Listed Companies Association
Chairperson, Association of Investment Management Companies
Chairperson, Association of Securities Companies
President, Thai Investors Association
Secretary-General, Government Pension Fund
Director and Treasurer, Securities Analysts Association
Secretary
Assistant Vice President-Research & Policy, Thai Institute of Directors Association

Corporate Governance and Policy Advocacy Advisory Board

Role and Responsibilities:

1. Review legal and regulation together with guidelines as specified by and involved with applicable authorities relating to good corporate governance practices. Make suggestions and recommendations in regards to the summary of the viewpoints of the working group or secretariat of the advisory board, prior to this summary is submitted for consideration by the relevant Public Sector or other involved authority in the name of the IOD.
2. Make recommendations in regards to relevant guidelines and sources of information for monitoring key issues reacting to good corporate governance practices.
3. Make recommendations in regards to public relations the IOD's Policy Advocacy activities.
4. Make recommendations in regards to guidelines in determining good corporate governance 'best practices'.

Chairman of Advisory Board

Mr. Singh Tangtaswas

Vice Chairman,
Board of director, Thai Institute of Director Association

Members

Mr. Pliu Mangkornkanok

Vice Chairman, Board of director, Thai Institute of Director Association

Ms. Patareeya Benjapolchai

Director, Thai Institute of Director Association

Dr. Bandid Nijathaworn

President & CEO, Thai Institute of Director Association

Mr. Rapee Sucharitakul

Member of the State Enterprise Policy Committee

Dr. Kopr Kritayakirana

Audit Committee, Thai Reinsurance Plc.

Mr. Charnchai Boonritchaisri

Former, Assistant Governor, Management Assistance Group, Bank of Thailand

Mr. Prasan Chuaphanich

Audit Committee, Siam Commercial Bank Plc.

Mr. Yuth Vorachattarn

Chairman and Audit Committee Chairman, Maybank Kim Eng Securities (Thailand) Plc.

Ms. Wirawan Munnapinun

Secretary, Assistant

Vice President-Research & Policy, Thai Institute of Directors Association

Facilitators

The IOD has appointed various facilitators, through screening those qualified persons with special expertise and experiences on the specific subject matter on which they will be presenting; whereby the education or training sessions focus upon achieving an active exchange of viewpoints among the course participants who are also well experienced. As such, it is essential that the IOD's facilitators present their viewpoints that will then be combined with the extensive experiences of the course participants, in order to facilitate a genuine understanding of the principles in regards to discharging the duties and role of company directors.

	Name	Surname	As a facilitator since		Name	Surname	As a facilitator since
1	Asistant Prof. Krit	Umpote	2000	16	Mr. Banchong	Chittchang	2005
2	Prof. Kitipong	Urapeepatanapong	2000	17	Mr. Chainarong	Indharameesup	2007
3	Mrs. Kaisri	Nuengsigkapien	2000	18	Mrs. Nataya	Niyamanusorn	2007
4	Mr. Nararat	Limnararat	2000	19	Dr. Thamanoon	Ananthothai	2007
5	Prof. Dr. Warapatr	Todhanakasem	2000	20	Mr. Manote	Lertsakornsiri	2007
6	Mr. Weerachai	Ngamdeevilaisak	2000	21	Mr. Sataporn	Jinachitra	2007
7	Mr. Weerawong	Chittmitrapap	2000	22	Mr. Supot	Singhasaneh	2007
8	Mr. Sirichai	Rasameechan	2000	23	Ms. Narisara	Phatanaphibul	2008
9	M.L. Pakakaew	Boonliang	2001	24	Mr. Sutham	Songsiri	2008
10	Mrs. Suvabha	Charoenying	2001	25	Mrs. Peangpanor	Boonklum	2009
11	Ms. Manida	Zinmerman	2002	26	Ms. Nangnoi	Charoenthaveesub	2009
12	Mr. Chalee	Chatanayingyong	2003	27	Dr. Schwin	Dhammanungune	2009
13	Ms. Nangie	Gittisriboongul	2003	28	Mr. Teerachai	Chemnasiri	2009
14	Mrs. Waratchaya	Srimachand	2003	29	Mr. Alan	Kam	2009
15	Mrs. Varunee	Pridanonda	2004	30	Mr. Term	Techasarin	2010

Name	Surname	As a facilitator since	Name	Surname	As a facilitator since		
31	Ms. Pratana	Mongkolkul	2010	46	Mrs. Pornpinant	Asawawattanaporn	2013
32	Mr. Suwit	Chindasanguan	2010	47	Mr. Veerachai	Chuenchompoonut	2013
33	Mr. Apiwut	Pimolsaengsuriya	2010	48	Ms. Camille	Ma	2014
34	Mr. J. Thomas	Connelly	2011	49	Mr. Carlo	Crosetto	2014
35	Mr. Peter J.	Van Haren	2011	50	Dr. Agapol	Na Songkhla	2014
36	Prof. Dr. Kriengsak	Chareonwongsak	2011	51	Mr. Kudun	Sukhumananda	2014
37	Dr. Bandid	Nijathaworn	2011	52	Mrs. Charuphan	Intararoong	2014
38	Mr. Pichai	Chunhavachira	2011	53	Mrs. Duangmon	Chuengsatiansup	2014
39	Mr. Rapee	Sucharitakul	2011	54	Mr. Prakid	Punyashthiti	2014
40	Mr. Sanpat	Sopon	2011	55	Prof. Dr. Pornchai	Chunhachinda	2014
41	Mrs. Siraporn	Chulasatpakdy	2012	56	Mr. Yuth	Vorachattarn	2014
42	Dr. Santi	Kiranand	2012	57	Dr. Vicharn	Aramvareekul	2014
43	Mr. Kobkit	Thienpreecha	2013	58	Assoc. Prof. Dr. Sunti	Tirapat	2014
44	Prof. Dr. Teerana	Bhongmakapat	2013	59	Mr. Anuwat	Jongyindee	2014
45	Dr. Narumol	Sinhaseni	2013				

Challenges & Activities in 2014 and Planned Activities for 2015

Member Activities

Challenges in 2014

A key challenge for IOD is to offer activities that best meet the requirements of its members on a regular basis and maintain and update them to ensure that they continued to useful. With that in mind, the Member Relations Department conducted a survey to ascertain what types of seminars and forums were of interest to members and which activities were most useful in facilitating networking opportunities. The Member Relations Department made use of the suggestions given in the survey to improve its member activities in 2014. This resulted in positive assessments from our members of the activities organized. In line with the advancement of information technology systems, many members now rely on having fast access to relevant information. To accommodate this, the Member Relations Department developed a

Member Relationship Management (MRM) database and associated website and other channels of communications to enable Members to better access relevant information and minimize the dissemination of misinformation. Additionally, the relevant information and contents of such communications media were reformatted to be easier to understand and more attractive to read. Despite the numerous changes in the social and political environment during the past year, IOD members continued to be active participants in IOD seminars and forums, as well as sponsor activities or contributing in other ways, such as impart knowledge or discuss experiences. The strong level of support from our Members added considerable value to the success of the activities. The renewal of memberships is also a very important issue every year. During 2014, membership renewals and the number of persons interested in becoming members remained

satisfactory. Member-related activities that are free, such as the Annual National Directors Conference, helped induce members to renew their memberships and build interest among non-members to become a member. Another key challenge and important issue is the promotion of the IOD Chartered Director Program, which not only involves organizing public relations activities, but also entails building awareness among organizations about the importance of recruiting professional Directors with extensive knowledge and expertise to serve on their Boards. The recruitment of these types of directors adds value to the organization. In 2014, the IOD Chartered Director Program became much better known and interest to become chartered directors picked up considerably as the result of activities that specifically targeted people responsible for recruiting and nominating new Directors.

Achievements in 2014

Members Activities: In 2014, participation in IOD activities among Members increased, helped by the frequency of activities offered on a monthly basis. The Annual National Directors Conference was the most well-attended event in 2015, with more than 300 participants, a number that exceeded our expectations. This can be attributed to the event's qualified and well-known guest speakers, including H.E. Mr. Anand Panyarachun, Dr. Chirayu Isarangkun Na Ayuthaya, and Dr. Somkid Jatusripitak. The Conference was held on June 24 at the Plaza Athénée Meridien Hotel under the theme **"Improving corporate governance: key to advancing Thailand"**. Another popular annual IOD seminar deals with macro-economics. It was held in mid-January under the theme **"Thailand's Economic Outlook 2014"**. This seminar was honored to have well-known business leaders and economists present their perspectives and exchange views with attendees. The list of distinguished guest speakers included: Mr. Kosit Panpiemras, Chairman of the Executive Committee of the Bangkok Bank Plc; Dr. Narongchai Akrasanee, Chairman MFC Asset Management Plc.; and Dr. Supavud Saicheua, Managing Director (Research) Phatara Securities Plc. In addition, Dr. Prasarn Trairatvorakul, Governor of the Bank of Thailand, delivered a special keynote address. During the year, IOD organized 15 events on legal and good corporate governance-related matters. Another successful and landmark IOD activity during the year was the get together of past DCP training course attendees, at the so-called "DCP Alumni Party". During the meeting, 289 DCP alumni from 112 DCP classes were able to renew old acquaintances and make new friends. Muang Thai Insurance Pcl. sponsored this successful event and Ms. Nualphan Lamsam served as the Chairman of the Organizing Committee. The participants enjoyed this fun-filled evening, which included the telecast of a mini concert by Ms. Nanthida Kaewbusai. Another important yearly event that Members look forward to is the golf challenge

during which Members who play golf meet and make merit by donating the proceeds of event to charities. At the 11th Annual IOD Golf Challenge/2014 money was given to two needy projects, namely the Pradahbos Project in the Southern Border Provinces and the Books for People in the Southern Border Provinces Project. Special thanks and much appreciation must be given to Organizing Committee Members, Dr. Panas Simasathien, Ms. Rae-Vadee T. Suwan and Mr. Krishna Sivakrskul, Mr. Jirathar Wanitsupachai, Mr. Sukhuma Chayanond, Mr. Chakraphan Yomchinda and Mr. Manit Lertsakornsiri for their generous support and efforts in holding this event. This year's friendly sport competition allowed old friendships to be renewed and, again, proved very successful among participating members, which exceeded 110.

Through generous sponsorship and support from various parties, IOD was able to organize a number of activities for its members without charging attendance fees. Additionally, the activities organized by IOD resulted in an increased interest by Members to renew their memberships. The membership renewal rate exceeded 62% this year and the total membership stood at 3,048 as at the end of the year.

IOD established various channels of communications for members in 2014. It reformatted the **Boardroom** magazine to include more content and focus on specific themes and topics, including IOD activities, corporate governance in family-owned businesses and business and sustainability, corporate governance: key to advancing Thailand, anti-corruption, and the role of the audit committee. Many articles in the magazine were contributed by members and a number of them were based on interviews of members by the editorial team. Feedback on these changes was positive, as indicated by upbeat comments from IOD members and increased support from sponsors.



In addition to Boardroom, members received six issues of the **Boardroom Flash Newsletter**, which included a compilation of up-to-date news on regulatory requirements that IOD members need to be aware of.

During the year, other channels of communications open to IOD Members were established in addition to use of emails and telephones, namely **Line** and **Facebook**. The use of these additional channels enabled Members to receive more news and comprehensive information.

An important accomplishment in 2014 was the enhancement to the **IOD official website**, an effective communications channel for Members to obtain news updates and amend their own profiles on the Members' MRM database. By using their Membership ID number as the user name together with a password, IOD Members can amend their profiles, access and download IOD-related documents, obtain information from the IOD's Directors Pool database, view details about upcoming IOD activities and register to attend those activities. Furthermore, an initiative was launched to enhance the IOD website to maintain the profiles and database of all IOD Members, many of whom are interested in accessing this medium to update their own profiles since information can be easily, quickly and more conveniently accessed.

Activities and further progress relating to IOD Chartered Director Program IOD initiated the IOD Chartered Director Program, which is a register of professional Directors group have successfully comprised of Directors who are knowledgeable and meet specific qualifications, namely attended both the DCP and the Chartered Director Class training courses, held a director's position for at least five years with a listed company or equivalent organization, has available time and passed a peer interview given by existing registered Chartered Directors. In 2014, the peer interview process was

improved to be of a higher standard through the inclusion of a specific case study for the applicant Director to review and answer questions about it. Additionally, the successful applicant Director needs to be approved by the IOD Board of Directors before being formally accepted as a Member of the register of the IOD Chartered Director group. In 2014, the membership stood at 35 Members. In 2014, IOD organized two types of activities in order to boost general awareness and specific knowledge about the professional Directors related Program. One event was the **Chartered Director Forum: Challenges in Making Directorship a Career**. Held on 5 August at the Dusit Thani Hotel, the Forum was honored to have as guest speakers Mr. Chainarong Indharamesup, Chairman of Boyden Associates (Thailand) Co. Ltd., and Mr. Kenneth L White, Director of Minor International Plc. Both speakers discussed the type of persons the Program was seeking. Two other IOD events were held with the aim to promote the professional Directors group. The first one was the **Breakfast Briefing on "Director & Executive Search"**. Held on August 8 at the Grand Hyatt Erawan Bangkok Hotel, it was attended by representatives of 16 companies. The other event, which focused on the Chairmen of Nomination Committees, was based on the theme of **"Challenges in recruiting and nominating Independent Directors"**. It was held on November 16 at the Conrad Bangkok Hotel and included a presentation to emphasize the importance of having qualified and effective Independent Directors on Boards.

As a result of these activities, many individuals expressed interest to apply to be a registered IOD Chartered Director and many companies sought names of professional Directors registered on the IOD Chartered Director list for possible nomination to serve as a Board Director of their respective companies.

IOD believes that the members of company Boards of Directors are

important and that being a professional Director is a viable career. As such, IOD has focused on promoting the concept of professional Directors that being a company Director is a bona fide profession.

Names of 'professional Directors' registered on the IOD Chartered Director list (as at the end of 2014)

Mr. Alan Kam
Asst. Prof. Anucha Chintakanond
Mr. Banchong Chittchang
Mr. Boonchoo Direksathapon
Mr. Bundit Sumetchoengprachya
Mr. Chusak Direkwattanachai
Mr. Deepak Mittal
Mr. James Patrick Rooney
Mr. John William Hancock
Dr. Kopr Kritayakirana
Dr. Kosol Petchsuwan
Mr. Krit Umpote
Mr. Mongkon Laoworapong
Mr. Narong Chivangkur
Dr. Nualsri Thewtong
Prof. Dr. Pakorn Adulbhan
Mr. Peter E. Sura
Mr. Prachuab Trinikorn
Dr. Prawit Ninsuwannakul
Mrs. Punnee Worawuthichongsathit
Dr. Raks Unahabhokha
Mr. Sataporn Jinachitra
Mr. Sompoch Intranukul
Dr. Sribhumi Sukhanetr
Dr. Tanai Charinsarn
Dr. Vichit Yamboonruang
Mr. Vikrom Kasemvudhi
Mr. Vinai Vamvanij
Mr. Vitoon Tejatussanasoontorn
Dr. Vorapol Socratianurak
Dr. Wicha Jiwalai
Mr. Wichai Hirunwong
Mr. Witit Sujjapong
Dr. Yodhin Anavil
Mr. Yuth Vorachattarn

Challenges ahead and planned activities for 2015

The Member Relations Department face a number of challenges in 2015. Three of the most important ones are as follows:

1. Motivating Members to more actively engage in IOD activities.

This can be achieved by making the activities “member-centric” in that they correspond to the requirements of Members as much as possible, starting at the planning stage all the way to the post-event assessment. A key criterion to accomplish this is to increase membership base, which would allow IOD to continue to operate with active support from its Members on a sustainable basis. A larger membership base, in turn, would help facilitate a more effective dialogues among Members on issued relating to the duties and responsibilities of Directors and greater support for the Management Group, which will further improve good corporate governance practices. It will also spur more dialogue in the Directors community on proposed regulations being considered by the public sector and regulatory authorities and related trends or issues.

2. Maintain the level of support received from organizations in past years

IOD has received strong support from various organizations, including regulatory authorities, non-profit organizations and private businesses, in the form of budgetary and non-monetary contributions and knowledge and sponsorships for its operations. In the coming year, IOD hopes that this generous support will continue. One area of support sought is for the sponsorships under “Patrons & Partnerships” in which each sponsoring organization is given special rights, such as displaying their corporate logo or making public relations announcements at sponsored events, and other added privileges, such as the option to appoint a representative to become an IOD Member on its behalf without having to pay a membership fee and free attendance

at IOD training programs and specific sponsored events.

3. Promoting the IOD professional Directors or the IOD Chartered Director Program

by making listed companies more cognizant of the increasing importance of Independent Directors as professional Directors and motivating more Board Directors to actively participate in the Program. In addition to those challenges and issues, the Member Relations Department needs to maintain the overall quality of the Member activities and services offered by IOD so that every Member will benefit from continuing to be an IOD Member.

Directors Training and Skills Development

Challenges in 2014

In efforts to develop and enhance the knowledge of company Directors, the Director Development Department has to revise the IOD training programs. Much of the improvements are directed at developing participants’ knowledge and understanding of good corporate governance principles. This key task directly corresponds to the core mission of IOD to develop and support company Directors to implement good corporate governance practices. In 2014, the Director Development Department established a framework and operating guidelines for the development of training programs and the training course schedules by taking into consideration key factors that will enable its activities to successfully achieve their intended goals according to the IOD mission. Details of this are as follows:

Developing new training programs/ courses

The framework used by the Director Development Department for developing new training programs/ courses is primarily based on the core missions of IOD, namely being focused on promoting the establishment

and implementation of good corporate governance practices. The Director Development Department’s framework for developing new training programs/courses focus on the following two areas:

1. Developing training programs/ courses based on and for the benefit of a specific group of people namely company directors and those tasked with supporting the activities of Board of Directors, such as the company secretary, with the intent to build awareness and understanding of good corporate governance principles and practices. Previously, most of the IOD training programs were developed primarily for Directors in listed companies. However, more recently, the Department has developed courses for other types of companies on a broader scale, using contents that are more suited to the needs of the targeted organizations. The new contents takes into account that organizations have different characteristics and operational guidelines with regard to good corporate governance practices. Furthermore, the Department has also taken into consideration other groups of individuals who support the activities of company Directors, particularly the Management Group. These groups appear to focusing more on the principles of good corporate governance, as indicated by the increasing number of members of a company’s Management Group applying to attend the DCP course. The Director Development Department plans to develop contents for this course that is better suited to this group of attendees.

1.1 Development of training programs to enhance skills relating to good corporate governance practices, namely a training course that would enable company Directors and other involved groups/persons to perform their respective duties more effectively. Those duties could be related to corporate strategy, finance, risk management, preparing and submitting reports to the Board of Directors, or recording minutes of meetings. Additionally, the Department is

studying the latest changes and emerging trends relating to corporate governance with the aim to incorporate relevant material in the framework for further development of the IOD training programs. This would help company Directors and other related parties to adapt to the most recent and emerging trends.

2. Quality of the Training Programs

The Director Development Department stresses that the quality of the training is a key factor in ensuring that the course contents meet the expectations of the attendees. It highly values the comments and suggestions of attendees made at the conclusion of a course as an important component for considering further improvements and enhancements to the training courses. During 2014, the majority of suggestions received from course attendees dealt with the quality of the training courses. Some suggestions of note were inclusion of more information about changes and emerging trends that company Directors should be aware of, use of more recent case studies and varying the presentation formats to make the course more interesting.

3. Course Lecturers/Facilitators

The course lecturer/facilitator is a vital factor for the success of a training course. Therefore, IOD is particular about recruiting only course lecturers/facilitators that are very knowledgeable about the subject matter and have extensive related work experience. It has set a criteria for the selection of course lecturer/facilitators that requires previously work experience as a company Director or a specialist on the subject matter and completion of the DCP course. This is to ensure that the potential lecturer/facilitator fully understands the best approach for teaching an IOD training course, which differs from those offered by other training organizations. The IOD training methodology focuses more on discussions and an active exchange of viewpoints among the

course attendees who are generally have extensive work experience. In many cases, the course lecturer/facilitator merely acts as a “facilitator or moderator” to coordinate the desired exchange of ideas and viewpoints.

However, IOD has a limited number of course lecturers/facilitators due to the strict requirements and lack of available time among potential facilitators/moderators. The Director Development Department has dealt with the problem as effectively as possible, and has taken further action to more effectively resolve the matter.

4. Level of Satisfaction of Course Attendees

The level of satisfaction of participants in IOD courses indicated following the conclusion of each course is a key indicator used by the Director Development Department for organizing activities and setting operating guidelines on such topics as developing new training courses, making improvements to the quality of existing courses or improving the quality of the services extended to the course attendees. This is to ensure that course participants are fully satisfied with the services provided by IOD.

Achievements & Progress in 2014

During 2014, the Director Development Department used the key factors as mentioned above to set operational guidelines for its activities, which includes the following:

1. Development of New Training Programs

In 2014, the Director Development Department created three new training programs; two courses were primarily developed to target a specific group of people and associated parties and the other one is aimed at increasing skills relating to good corporate governance practices. The specific courses are as follows:

1.1 Corporate Governance for Capital Market Intermediaries (CGI) course

The CGI course was jointly developed by IOD and SEC. It is designed for company Directors and the Management of companies involved in the capital markets sector, such as securities trading companies, securities and asset management companies, and futures trading firm. Some employees of those companies were required to attend this course, as specified by SEC in accordance with Announcement Tor Lor Tor 8/BE 2557 of the Capital Markets Commission on qualifications criteria for persons involved in capital markets businesses. During 2014, the Director Development Department held two CGI courses.

1.2 Corporate Governance for Executives (CGE) course

The CGE course is designed to inform Executives/members of the Senior Management about their role and responsibilities to support the activities and work of their Board of Directors and ensure that their respective organizations operate with good corporate governance practices. The content of the CGE course covers the duties and responsibilities of Executives/Senior Management towards good corporate governance, relevant legal risks, ensuring that good corporate governance principles are embedded in corporate governance policies and practices, and disclosing important information to the Board of Directors and Shareholders. During 2014, the Director Development Department held two CGE courses.

1.3 Director Certification Program Update (DCPU) course

The DCPU course is a follow-up course to the DCP course. It intends to further enhance the knowledge and related skills of company Directors, so that they better understand and appreciate the changes in their role and responsibilities within a more complex business environment and

more stringent regulatory requirements. This course is essential for Directors who have attended the DCP course and would like to increase their own knowledge. The DCPU course content covers the latest changes and emerging trends on good corporate governance practices and systems, relevant new legal requirements and guidelines for becoming a more effective company Board Director. During 2014, the Director Development Department held two DCPU courses.

2. Quality of the Training Programs
The Director Development Department continued to improve the IOD training programs. During 2014, the course for a Company Secretary was improved by making the content structure applicable to the intended participants and incorporating recent developments and trends, such as covering the Sustainability Report.

Another valuable contribution to the course content was the addition of 26 new case studies, which cover real situations that occurred in either in Thailand or overseas. These case studies enhance the course participants' understanding of relevant issues and problems.

3. Course Lecturers/Facilitators
In 2014, IOD had a roster of 59 lecturers/facilitators for twenty IOD training courses, with some of them qualified to cover more than one course. The Director Development Department has recruited 11 more qualified course lecturers/facilitators to cover the ever-increasing number of training programs/courses held every year. Further guidelines will be determined to recruit more course lecturers/facilitators in a more systematic manner.

Apart from the issue of the total number of course lecturers/facilitators, the Director Development Department is also focusing on the overall quality of the IOD course lecturers/facilitators. During 2014, it held a

training course for course lecturers/facilitators based on the topic "What makes adult learning effective". Professor Deepak C Jane, Dean of the SASIN School of Business Administration as a guest lecturer of the course .

Continuing Challenges for 2015
In the coming year, the Director Development Department plans to continue to organize activities that focus on the following key topics: the development of training programs/courses; quality of the training courses; course lecturers/facilitators; and level of satisfaction of course attendees. However, it is also well aware of other important challenges that need to be considered. Among them are:

1. Development of new training programs/courses that cover a wider target group/type of companies or organizations, such as family-owned companies, which as a group contributes heavily to the country's overall economic growth and development. It is necessary to inculcate the principles of good corporate governance in this key business group, as part of the country's effort to achieve sustained growth.

Additionally, developing the skills and knowledge of company Directors in IT, particularly with regard to IT governance, is essential for dealing with the increasing dependence on technology systems or platforms is another prime consideration for the Directors Development Department. Progress made in this area will enable Directors to perform their duties more effectively.

2. The Director Development Department stresses the need to improve the overall quality of the IOD training programs/courses on a regular basis in order to ensure that they are timely and in line the emerging trends and changes, especially with the imminent opening up of the markets after the launch of the ASEAN

Economic Community. The Director Development Department believes that adjustments must be made to the training courses to include such topics as strategy formulation and new risk factors. This will help prepare companies for the increasingly more competitive business environment.

3. With regard to course lecturers/facilitators, the Director Development Department is the process of improving the recruitment process of course lecturers/facilitators to ensure that the roster can cover the expanding number of courses offered each year. The Director Development Department will provide training to its lecturers/facilitators on a continuing basis to build their knowledge and skills. This will bring them up to the required quality standards and enable them to impart their knowledge and skills more effectively.

4. The Director Development Department will further develop its overall services standards in providing amenities to course participants. This combined with the other improvements related to the training programs and courses will ensure that the overall delivery by and performance of the Director Development Department will be more satisfactory to the course participants.



Research & Policy and Advocacy

Challenges and Achievements in 2014

Throughout 2014, the Research and Policy Department operated in accordance with the strategies set by the IOD Board of Directors by focusing on greater participation of IOD Members in the activities of the Research and Policy Department, establishing new activities and conducting research and surveys that were beneficial to the development of good corporate governance practices on a wider scale. However, at the same time, the Department still continued stress the need to maintain the overall quality of its ongoing activities.

The Research and Policy Department has the following key objectives:

1. Maintain and develop quality research activities to assist Thai Directors in order to raise the overall standards of corporate governance

The Research and Policy Department recognizes that the results of its research activities and topics covered at IOD forums/conferences are seminars are useful to company Directors. These events gives them insight for working more effectively in accordance with the principles of good corporate governance. The Department places great importance on maintaining the quality of its research activities in order to raise the overall standards of good governance practices of Thai Directors

One challenge in this regard is “*how to determine topics for its research and forums/conferences and seminars that help develop corporate governance practices and meet the needs of IOD Members*”.

To deal with the above-mentioned challenge the Research and Policy Department has taken into consideration the following key factors:

1.1 Alignment with the overall

emerging trends pertaining to corporate governance

- Based on the ASEAN CG Scorecard Project, which resulted in the establishment of new standards of corporate governance practices applicable to the ASEAN region, IOD recognized the need to develop new assessment criteria to be used for its Corporate Governance Report of Thai Listed Companies : CGR Project.; A new assessment criteria followed in 2014. The Research and Policy Department was faced with the challenge of informing and educating listed companies about the latest assessment results and achieved scores. This was particularly awkward because every company ended up with an overall lower CG score due to the increased number of criteria and the assessment methods used. In general, Thai listed companies achieved an overall average CG score of 72%, which is still considered to be a “good” CG score.

- With regard to the ASEAN CG Scorecard project, the Research and Policy Department actively participated and monitored the development of a new set of assessment criteria for the Scorecard, which is seen as more suitable to the current business environment. The Department also informed listed companies in Thailand about the new criteria with the intention to further develop the overall standards of corporate governance practices in Thailand.

1.2 Alignment with the required improvements relating to current issues of corporate governance practices in Thailand

- The Research and Policy Department analyzed the outcome of the CGR project and found that, over the past five years, listed companies in Thailand achieved an average score of less than 70% in the the categories: Role of Stakeholders; and Board Responsibilities. It also noted that that several comments from overseas entities on the effectiveness of the Thailand private sector anti-corruption initiative in achieving genuine and

practical results. These issues have an impact on the level of acceptance of the overall development of corporate governance standards in Thailand.

- The Research and Policy Department proposed that the Annual National Directors Conference 2014 should focus on the following three key issues: (1) board governance; (2) sustainability; and (3) anti-corruption. The Department has encouraged company Directors to exchange views, ideas and experiences as well as propose ways to further develop corporate governance practices to cover these three key issues, with the aim to raise the overall standards of corporate governance in Thailand to be on par with international standards.

- In the CGR assessment results in the Board Responsibilities category, the averages corporate governance score for past five years has been less than 70%. To counteract this, the Research and Policy Department initiated a research project to study the ongoing developments of the various aspects of Board Responsibilities entitled “An evolution of CGR’s board responsibilities”.

- Additionally, 2014 was a year in which the Research and Policy Department stressed that both the public and private sectors needed to give greater importance to the issue of corruption, and consider this issue as being an obstacle that must be resolved. In conjunction with this, the Department held forums that focused on corruption with the aim to improve knowledge and understanding of its adverse impact. The ultimate aim of this endeavor is to campaign among company Board of Directors to appreciate the urgency and importance of this issue, as well entice them to participate more actively in the Private Sector Collective Coalition Against Corruption project. This year, the themes of the Chairman Forum and the Company Secretary Forum were “Clean business: what is the chairman role?”, and “Strengthening anti-corruption practices in

your boardroom”. Each event had more than 60 participants.

- The theme for the Audit Committee Forum, which was held for the first time in 2014, was “Internal audit topics for the Audit Committee’s Consideration”. The subject matter was based on a compilation of information taken from interviews and assessments of company Directors made in connection with the Board of the Year Award 2013 project. Through those activities, it was found that company Audit Committees failed to place enough importance on its Internal Audit Unit even though that unit was specifically established to support the work of the Audit Committee. The forum was attended by almost 60 Audit Committee Members.

1.3 Alignment with information specifically required by IOD Members and by company Directors in general

- After analyzing the minutes of AGMs of companies about Board Directors remuneration and information disclosures, it was found that listed companies increasingly made references to the results from IOD surveys on Directors’ compensation. As a result, the Department is enhancing IOD’s Thai Directors Compensation Survey by including additional information on Directors compensation data at the international level and incorporating relevant comments and views of company Directors on current trends applicable to setting Directors compensation. In 2014, 195 listed companies participated in this key IOD survey, an increase of 18 from 2012.

- Recently, there has been a notable increase among family-owned businesses to practice good corporate governance. Determined to follow-up on this positive development, the Department based the Director Forum on the topic “Family businesses: how to achieve sustainability through good corporate governance?”. The Forum had more than 60 participants.

2. Expanding corporate governance in the education sector as part of the effort to promote the development of corporate governance on a wider scale

Based on regular monitoring and assessments of listed companies by IOD since the founding of the organization more than 15 years ago, the drive to promote good corporate governance practices appears to be gaining traction in Thailand. This finding was supported at the international level by CG-ROSC of the World Bank and in a survey of corporate governance practices of listed companies in ASEAN conducted as part of the ASEAN CG Scorecard project, in which the results showed that Thailand was a regional leader in developing corporate governance practices.

Nevertheless, gaps in promoting corporate governance remain. For example, there is scope to promote good governance practices on a wider scale, to conduct surveys and assessments on corporate governance practices of private companies/businesses and to assess discussions on corporate governance in the curriculum of university courses. Additionally, the IOD Board of Directors sees great potential for educational institutions to play a key role in promoting corporate governance by serving as platforms to disseminate knowledge and information about the issue. However, a key challenge persists, which is how to promote the results of research activities relating to corporate governance practices by the education sector, so that they used effectively by the private sector.

To tackle this challenging issue, IOD has linked up with the following institutions: the Commerce and Accounting Faculties of the Chulalongkorn University; Kasetsart University; Sriracha Provincial College; Commerce and Accounting Faculty of Thammasart University; Dhurakhij Bandit University; SASIN School of Business Administration of Chulalongkorn University (SASIN);

and the National Institute of Development and Administration (NIDA), and the National Anti-Corruption Commission (NACC), to establish the Research Alliance Dialogue on Corporate Governance. Its first meeting had more than 150 participants. This dialogue is intended to be a platform for communicating survey results and achievements of the academic sector pertaining to three core corporate governance-related activities, namely (1) corporate social responsibility, (2) anti-corruption and (3) corporate governance, all of which correspond to key issues in which there is scope for improvement among Thai companies.

This activity provides Directors and members of the Management Group of companies, researchers, professors, students and interested members of the general public with the opportunity to exchange views on corporate governance issues. It also builds awareness among research leaders and participants of the views of company Directors. These views can serve as input for developing more suitable corporate governance policies and practices. All and all, this activity is tantamount to developing good corporate governance practices on a wider scale.

3. Proposing and promoting policy briefs and serving as a representative of the IOD Membership (Policy Advocacy) in presenting views on changes to good corporate governance issues that will enhance the performance of company Directors. Two key roles for Members that were recently approved by the IOD Board of Directors are supporting relevant issues pertaining to corporate governance policies and assigning members to represent the membership in discussions centered on corporate governance issues. The justification behind this is that these activities help IOD Members carry out their duties as well as gives them the op-

portunity to participate more actively in IOD activities.

Key challenge in this new endeavor are: *“how to give effective support to IOD Members in a way and that is beneficial to company Directors and how to make IOD Members see the importance of and want to more actively participate in this new activity”*

In help tackle these challenge, the Research and Policy Department has developed a new format for the **Board Room Flash** newsletter with the aim to fully support company Directors in formulating policies. This medium will be used to disseminate and update news on upcoming changes to corporate governance matters/policies and on new rules and regulations being proposed by relevant agencies. The policy mediums of IOD are:

3.1 Policy Brief: a summary of significant facts and issues together with an analysis on regulations and role and responsibilities of company Directors with regards to good corporate governance practices.

3.2 Policy Alert: presents new regulations that relevant to duties and responsibilities of company Directors.

3.3 CG News Update: presents news updates on changes to good corporate governance policies/practices that are relevant to company Directors, and informs IOD Members of the latest developments. In 2014, the Boardroom Flash Newsletter was issued bimonthly. The key Policy Brief topics included in the Boardroom Flash Newsletter, during 2014, were as follows:

1 January – February 2014: Forex criteria for company Directors regulating good corporate governance practices.

2 March – April, 2014: Standards for preparing financial reports for Directors of listed companies.

3 May – June 2014: Corporate Governance issues relating to tax measures for company Directors.

4 July – August, 2014: Good corporate governance issues relating to the trust cycle for investing in property assets
5 September – October 2014: Investment Regulations Framework for investing in ASEAN Countries

6 November – December, 2014: Commercial and Business Code Laws (revised edition No.20 – 2014) relating to the legal protection of the rights of guarantors.

The first phase of Policy Advocacy was initiated in 2014. It included discussions on many issues relating to proposed changes to the duties of company Directors. The Department has invited selected IOD Members to submit recommendations. In 2014, IOD submitted one opinion, which dealt with the revised Public Companies Act.

Towards the end of 2014, the Research and Policy Department submitted its activity plan for 2015 to the Board of Directors. A key area of focus in the plan is to encourage more active participation of IOD Members in IOD activities. In addition, the Board of Directors approved the establishment of the IOD Advisory Committee on CG and Policy. This Committee is tasked with screening relevant laws and regulations operating guidelines in determining the duties of company Directors in implementing good corporate governance policies/practices and making recommendations on behalf of the IOD to public sector organizations or involve organizations in setting guidelines for determining best practices for good corporate governance.

Next Steps in 2015 for the Research and Policy Department

The Research and Policy Department believes that there is still a great deal of interest to further develop CG policies/practices, especially for company Directors in listed companies. This viewpoint is based on the following.

- The SEC has set the “Sustainability Development Roadmap” for listed companies in which the promotion of the duty of company Directors in developing CG policies/practices — i.e. Enhancing CG Accountability of the Board — is one of the key activities.

- Scores from the CG Scorecard project are being used more frequently by listed companies to determine their respective KPIs and interest among investors, especially institutional investors in CG practices and issues, such as a joint announcement by a group of institutional investors not to invest in the shares of any companies that lack CG practices, has increased.

Taking this into account, the Research and Policy Department aims to do the following in 2015:

- Promote further development of the quality performance standards for the duties of company Directors.

- Promote the implementation of corporate governance policies/practices on a wider scale.

- Promote and encourage more active participation by IOD Members in contributing their views and perspectives on performance of their duties and corporate governance issues as input for developing applicable corporate governance policies/practices.

The preliminary action plans of the Department for 2015 are as follows:

- Conduct a survey of corporate governance, similar to the CGR and the ASEAN corporate governance projects, in conjunction with the Board of the Year Award project and enhance the overall quality standards of these types of surveys.

- Monitor news and relevant information relevant to company and communicate it through the Boardroom Flash newsletter, which is a medium set up to broadcast such information on a monthly basis to keep IOD Members updated on the latest information.

- Establish an IOD advisory committee on corporate governance and policy to monitor and compile relevant information, as well as serve as a center for compiling and summarizing the views of company Directors who are IOD Members on relevant issues and changes pertaining to their duties and corporate governance issues. Information from the committee will be used as input for making proposals or recommendations to public sector organizations and agencies on such matters as policy advocacy.

- Prepare summaries of research results that reflect the views and ideas of company Directors on relevant CG matters/issues, including best practices and operating guidelines for Directors on carrying out their work functions. Determine key topics to be included in major IOD Members-related events such as forum and the National Director Conference that are relevant to the development activities of regulatory agencies, current corporate governance trends and the interests of IOD Members.



Thailand's Private Sector Collective Action Coalition against Corruption (CAC)

Objective: To create a “joint platform”, initiated and driven by the private sector, for companies to work together under a “Collective Action” concept, in order to prevent and fight corruption.

Under this “Collective Action” concept, Coalition Members are required to:

1. Determine anti-corruption policies and implement internal anti-corruption mechanisms that are on par with international standards and based on completing the 71 indicators in the CAC self-assessment form. After having a third party audit the internal system to ensure actual and correct implementation, companies can then apply for formal certification from the CAC Council in order to demonstrate their genuine intentions through leading by example.
2. Establish alliances with companies in the same industry sector to jointly push the Government to resolve the problem of corruption by focusing on preventive principles and measures that include transparency, disclosures, and accountability.

Operations: CAC operates in five key areas of activities that include:

1. Increasing the total number of Members of the Collective Coalition

Under the preliminary operating plans for 2013 - 2015, CAC targeted to have 203 listed companies and 160 private companies as members of the Coalition. As at the end of 2014, some 212 listed companies and 194 private companies had joined CAC, increasing the overall total number of Coalition Members to 406.

The CAC Council had targeted to increase the total number of companies having received formal certification by the CAC Council by the end of 2014 to 80; the actual number of companies that received formal

certification during the year reached 96.

The established targets have been achieved and exceeded the listed numbers in the operating plans for 2013 - 2015.

In addition during the year, CAC, in cooperation with the Bank of Thailand's Northern and Southern offices, held seminars to introduce the CAC Project to business owners in those regions and to inform and educate them as well as to exchange views about the Collective Action Against Corruption Initiative in the private sector.

2. Informing and Educating

IOD organized five “Anti-Corruption for Executives: Program (ACEP) courses, training 117 executives, and eight “Anti-Corruption - the Practical Guide” (ACPG) courses, training 265 practitioners. It also held two seminars and its annual CAC Conference. In addition, CAC executives gave presentations to more than 20 organizations both in Thailand and overseas.

In March 2014, CAC held a workshop for a joint task force between the public and private sectors. Senior executives from both sectors participated in the workshop, which was facilitated by Prof. Robert Klitgaard, a world-renowned expert, who provides consulting services to government leaders in developing countries on implementing systematic methods in tackling corruption. One of his key concepts is the use of a corruption equation, i.e.: Corruption = Monopoly + Discretion - Accountability. This is the basis for developing measures to solve corruption in a systematic manner; for example through an amendment to legislation to reduce monopolization of public authorities, such as, the introduction of service level agreements, which will set specific timeframes for public services and require clearly defined documentation. He also suggested that market-based and fair competition methods be used more

frequently, disclosures be made of public information, and the monitoring of procurement processes of megaprojects or projects involving high investment budgets be carried out through an “integrity pact” and the Construction Sector Transparency (CoST)” initiative.

In October, CAC held its fifth Thailand Annual CAC Conference under the theme “Joint collaborative roles of the public-private sectors in fighting corruption” at the Plaza Athénée Hotel in, Bangkok. More than 400 senior executives from both the public and private sectors together with people from the other segments of the Thai society attended the event, which also included the Certification Ceremony to award 31 companies that had received formal certification by the CAC Council for having implemented internal policies and operating procedures of high standards and in compliance with anti-corruption practices

At the Conference, H.E. Finance Minister, Mr. Sommai Phasee, delivered a keynote address on anti-corruption policies of the new Government. He proposed two measures to cope with corruption issues: 1) overhauling the procedures and the agencies relevant to fighting corruption, and 2) revamping relevant rules, regulations, and legislation aimed at promoting good governance as well as at preventing politicians from seeking wrongful benefits from government agencies.

In a follow-on keynote address, National Anti-Corruption Commission (NACC) President, Mr. Panthep Klanarongran, proposed amendments to legislation - especially with regard to the statute of limitation for corruption cases, so as to prevent the alleged wrongdoers from avoiding legal prosecution by fleeing overseas and then later returning free from the possibility of prosecution after the statute of limitation for their case had expired. The Anti-Corruption Organization Thailand (ACT) President, Mr. Pramont Sutivong, then delivered a keynote address on “What roles

can the overall civil society and the private sector have in stamping out corruption”.

Following the speeches, a ceremony was held to award CAC certificates to the 31 companies that had successfully undertaken a self-assessment on implementing anti-corruption policies and operating procedures in preventing corruption in accordance with the criteria specified by CAC. Thus far, 78 companies have received formal certification by CAC, which is a commendable development and a solid proof that Thai corporations are transforming their intent and commitment to combat corruption through concreted actions and actual practices.

During lunch, Dr. Samuel Paul, Chairman of Public Affairs Centre in Bangalore, who initiated the Citizen Report Card program, shared his experiences in India in making use of data reported by local citizens based on their experiences in contacting local government offices that also included requests for bribes and putting collective pressure on the local government to drive for and implement reforms at these local administrative offices.

During the morning and afternoon panel discussion sessions, both local and international speakers shared their respective views and experiences, as well as expressed their desires to see CAC develop further and harness the power of the private sector to achieve concrete anti-corruption actions, which should not only be limited to their own respective organizations but also should aim at changing the overall attitudes of other businessmen towards the false perception of “no bribes, no work. no business survival”.

3. Conducting Opinion Surveys
IOD conducted a survey to evaluate and assess progress and further developments relating to the issue of corruption from business leaders and determine the latest corruption-related trends in 2014. Opinions were gathered

from executives and Directors of CAC members and listed companies during October and November 2014. It had 425 respondents. Highlights of the Surveys finding are as follows:

- Some 54.5% (of the respondents) believe that their respective company is “fully ready” to push for the establishment of internal anti-corruption policies in a systematic manner.
- Some 20% believe their organizations are the “most ready” to implement such anti-corruption practices;
- Another 18.0% believe their companies are “moderately ready”;
- Some 2.3% and 4.4% believe their firms are “less ready” and “the least ready” respectively;
- With regard to the private sector’s roles in tackling and fighting corruption over the next 1-2 years: 69% (of the respondents) believe that the private sector should take a “more active” role; only 9% expect them to take a “significantly more active” role. Some 3.7% of the respondents expect the private sector to play a “less active role” and 1.1% see a “much lesser role”; while the remaining 16.2% expect that the private sector’s role would be a more or less the same as now;
- On the degree of seriousness of the problem of corruption in Thailand over the past year, 28.9% (of the respondents) believe that the problem is worsening significantly; while 10.8% believed that the problem is worsening only slightly. Meanwhile, 31% of the respondents believe that the problem has improved slightly; while 2.5% believe that there has been substantial improvement, and the remaining 25.1% believe that the level of corruption has stayed unchanged.;
- Of those who believe that the problem of corruption has worsen: 48.9% of them (of the believe it was due to poor or weak law enforcement as well as prosecution of corruption cases; while 40.9% believe it is due to a lack of an effective and transparent processes relating to government services. Some 29.1% think that the main cause for corruption worsening

is due to “unclear or ill-defined” legislation as well as government orders and regulations, which then open loopholes for corrupt practices; and 28.4% believe that the worsening situation is due to an insufficient and inadequate degree of engagement from both the private sector and civil society, as a whole, in tackling the problem of corruption.

- As for those who believe that the situation has improved, 44.9% of them think the improvement is the result of a “more engaged” private sector and civil society as a whole, while 44.7% see this as being due to the strict law enforcement and legal prosecution against those who committed acts of corruption. Meanwhile, 36% think that improved effectiveness and transparency of government services have helped achieve the overall improvement of the problem of corruption, while 22.8% believe improved and more effective legislation played a key part in the overall improvement in the corruption problem.

Moreover, many respondents also made following recommendations to CAC:

- Push for more rigid law enforcement against all forms of corruption;
- Evaluate and rate many more companies and create an anti-corruption special logo to be used by companies that have successfully achieved formal certification;
- Act as an intermediary in receiving any corruption-related complaints arising between government agencies and private parties;
- Provide training on anti-corruption procedures guidelines for private companies, especially those within industry sectors with a high risk of corruption occurring;
- Push for companies bidding for public work projects to abandon acts of bribery, and call for usage of the Integrity Pact;
- Inform and educate private companies on making use of the Collective Action concept relating to anti-corruption practices.



4. Cooperating with the public sector and other organizations

In 2014, several factors have supported the initiative to solve the corruption problem. Amid a favorable environment, CAC has expanded its scope of work to be able to respond to various policies and measures of the government, regulatory bodies, and committees responsible for preventing corruption. CAC collaborated closely with representatives of the private sector, professional associations, anti-corruption organizations, regulatory agencies, and the government. The results of this coordinated effort can be summarized as follows:

- Creation of a partnership with the Thai Investors Association to have volunteer Shareholders attend AGMs of listed companies in order to ask relevant questions about their anti-corruption policies. In 2014, the Association was able to ask these questions at AGMs of all listed companies, and managed to make Directors and the Management of listed companies recognize the importance of having anti-corruption policies and an associated audit system in place and to increase related operating standards to levels that Shareholders and investors can trust. Following these questions asked by representatives of the Thai Investors Association at the AGMs, SEC initiated a plan to establish an anti-corruption progress indicator for listed companies. It requested CAC to comment on its criteria and work with the Thaipat Institution to evaluate progress in setting anti-corruption procedures for listed firms, and to announce the results of the evaluation in mid-2014.
- On another front, CAC also worked with the Thai Listed Companies Association and representatives of private organizations to provide feedback to the Office of the Public Sector Development Commissions (OPDC) on plans to improve the efficiency of state agencies and SLA standards. This initiative is aimed at speeding up the working procedures and processes, reducing duplication of work relating to governmental

services being provided and more importantly, reducing the risks of corruption and improving the Thai private sector's competitiveness. This project was initiated and undertaken by OPDC.

- Separately, CAC also worked with the Federation of Thai Industries (FTI) to organize monthly meetings with each industry sector in order to communicate and inform participants about the CAC Project and to seek cooperation in assessing the degree of corruption-related risks in each business sector. This activity is intended to provide useful and specifically relevant information for use by the government regulatory agencies.
- With regard to regional cooperation, CAC signed up to be a member of the ASEAN CSR Network and participated in a regional meeting to create a network of the private sector's anti-corruption initiatives among member countries. Among the participants were the International Chamber of Commerce-Malaysia, the Vietnam Chamber of Commerce & Industry, Indonesia Business Links, Singapore Compact for CSR and Integrity Initiative, Inc. (Philippines), IOD and the Thai Listed Companies Association were also invited to participate as representatives of the Thai private sector.
- CAC has assigned an official to serve on a subcommittee responsible for driving the private sector's anti-corruption strategies. The National Anti-Corruption Commission's Bureau of Corruption Prevention in State Enterprises and Private Sector is the secretariat for the subcommittee, which is chaired by Mr. Pramom Sutivong. The primary task of the subcommittee is to set plans and measures for preventing corruption within the private sector. CAC's participation in the subcommittee has widened its perception of anti-corruption activities.
- CAC also helped push for information disclosures in the procurement process of government agencies. The Office of Comptroller-General Department in coordination with the Ministry of Finance have created a task force to undertake the Integrity

Pact method. This is a means to implement the Collective Action concept, which emphasizes joint collaboration of private companies bidding for public works projects and calls for a third party to monitor each and every procurement procedure to ensure that bidders are asked to give bribes. It will keep companies intent on giving bribes to win bids out of the public procurement process.

5. Undertaking Public Relations Activities

CAC began developing its own website in October-December 2014, and launched it in March 2015. The website will be the primary source of comprehensive information about the CAC Project. It will provide space for Coalition Members to exchange views and to showcase progress made in implementing their respective internal anti-corruption procedures or measures.

CAC has also designed a CAC Project logo to be used for all types of communication alongside the logos of companies that have joined the CAC Initiative and have received formal certification by the CAC Council.

Regarding media coordination, CAC has been working with media agencies to report on its activities and progress of the CAC Project. It has contributed a weekly column on CG/ Anti-Corruption experiences to the Thai Post Today newspaper, which has become another communication channel for building awareness on to use the Collective Action concept to fight corruption.

International Recognition

IOD is widely recognized as an organization whose primary role is to promote good corporate governance practices in Thailand thanks to the activities organized by Board of Directors in Thailand and overseas.

IOD is invited to send representatives to attend and even be guest speakers at the ASIAN Roundtable on Corporate Governance, a yearly event which is organized by the Organisation for Economic Co-ordination and Cooperation. The roundtable in 2015 was held in Mumbai, India.

Additionally, in 2014, IOD was represented at a number of other corporate governance events, including:

- The Global IoD Network Meeting & Consultation, held by the International Finance Corporation of the World Bank.
- A forum at the Australian Institute of Company Directors' Annual Conference, held by the Global Network of Director Institutes (GNDI),
- A regional working group on business integrity in ASEAN, held by the ASEAN CSR Network

IOD collaborates with other directors organizations in East Asia. For instance, it holds meeting with the Institute of Directors in East Asia (IDEA.net).

Moreover, IOD is a member with the Global Network of Director Institutes (GNDI) which is a collaborative body at the international level comprised of directors organizations from the United States, the United Kingdom, Australia, Thailand, Singapore, Malaysia and Hong Kong. The network was established to facilitate exchanges of knowledge and experiences relating to corporate governance.



Good Corporate Governance Report

Good Corporate Governance

In 2014, the IOD Board of Directors carried out its duty to ensure that IOD operations were effective and in line with good corporate governance policies as determined by it. This is to create a positive image and to build confidence in the organization among our Members and Stakeholders. The good governance is comprised of the following five areas:

1. Board Policy

1.1 Corporate Governance Policies

The Board of Directors initiated and approved the establishment of IOD's Policies on Good Governance in 2009. Since then, the Board has reassessed the appropriateness of these good governance policies annually. For 2014, the Board considered that these policies remained appropriate and did not propose any revisions or amendments to it.

1.2 Required Business Conducts and Ethics

The Board, in 2013, initiated and approved the establishment of the Ethics and Required Business Conduct for IOD, which included required ethics for Directors, Board Committees, and Advisors and expected ethical behavior for the Management Group and all Staff members. The Board has overseen that this set of required ethics be communicated to all staff members of the organization and that they agree to adhere to them in writing.

1.3 Anti-Corruption Activities

The Board has set the anti-corruption policies and associated regulations that are required to be adhered to. These policies and regulations are published in the IOD Handbook on Ethics and Required Business Conduct.

1.4 Stakeholders Relations

The Board has set policies on Stakeholders Relations within IOD's Policies on Good Governance. Under these policies respect and all due consideration is expected to be given to the rights of Stakeholders, which included Members, Staff, business partners, training course facilitators/guest lecturers, and regulatory agencies and other involved organizations/parties. Additionally, IOD must practice corporate social responsibility (CSR) by looking after and ensuring that the involved groups/parties receive equitable treatment in accordance with their legal rights or any contractual commitments mutually agreed upon. Thus far, IOD has not had any disputes or conflicts of any significance with any of its Stakeholders.

1.5 Annual General Meeting (AGM)

The IOD Board has overseen and ensured that its Annual General Meeting (AGM) is held yearly. In this regard, all due consideration is given to the treatment of its Members, as well as to protecting their respective rights and benefits in an equitable and appropriate manner by ensuring that attendance to the meeting is easily accessible and not preventing Members from attending the AGM or obtaining relevant information about IOD.

All Members are able to express their opinions, make recommendations and exercise their votes at the AGM. They can also express their opinions on proposed significant changes, including the election of a Director of IOD.

Highlights of activities related to the

Annual General Meeting in 2014 are as follows:

Prior to the Meeting date

- IOD determined that the 2014 AGM would be held on May 16, 2014, in accordance with the IOD regulation that requires that "IOD's Board of Directors to hold the AGM within the month of May". The 2014 AGM was held at the Ballroom of the, Sheraton Grand Sukhumi, a venue that was easily accessible for all members.

- IOD distributed the letter of invitation to the 2014 AGM, the proposed agenda items for consideration, background information, facts, reasons and opinion of the Board relating to each agenda item and relevant supporting documents. This is to allow each Member sufficient time to study and consider, in advance of the meeting, the relevant facts applicable to each agenda item.

IOD also enclosed a power of attorney form for Members who were unable to attend the meeting but wanted to give their voting rights to an Independent Director of IOD.

- IOD has established criteria and procedures to enable its Members to submit possible agenda items for consideration. For the 2014 AGM, no Members submitted any proposed agenda items for consideration prior to the scheduled AGM.

Day of the Meeting

- Before the start of the AGM, the Chairman requested the emcee

to explain, in a clear manner, the procedures to be used for voting and the counting of votes of Members and to appoint a vote counting Committee, which was tasked with reviewing the voting counting process to ensure that it was accurate and correct. Members attending the AGM had the right to propose themselves to be appointed to the vote counting Committee.

- The Chairman ensured that sufficient time was allocated for the AGM as appropriate and that the AGM considered all the agenda items as indicated in the pre-meeting documents. During the course of the AGM, the Chairman encouraged Members to express their opinions or ask questions. During the AGM no new agenda items for consideration were added.
- The Chairman of the Board, the Chairman of the Audit Committee, the Chairman of the Nomination and Governance Committee, the CEO and the President attended the 2014 AGM to directly respond to any questions from Members attending the Meeting.

After the Meeting

- IOD recorded minutes of the 2014 AGM, which included a summary of the significant discussions, opinions expressed and questions from Members and responses given, details of the resolutions made during the AGM and associated vote counts relating to each agenda item. The minutes were recited to the Members and will be written down and included in the letter of invitation for the next AGM.

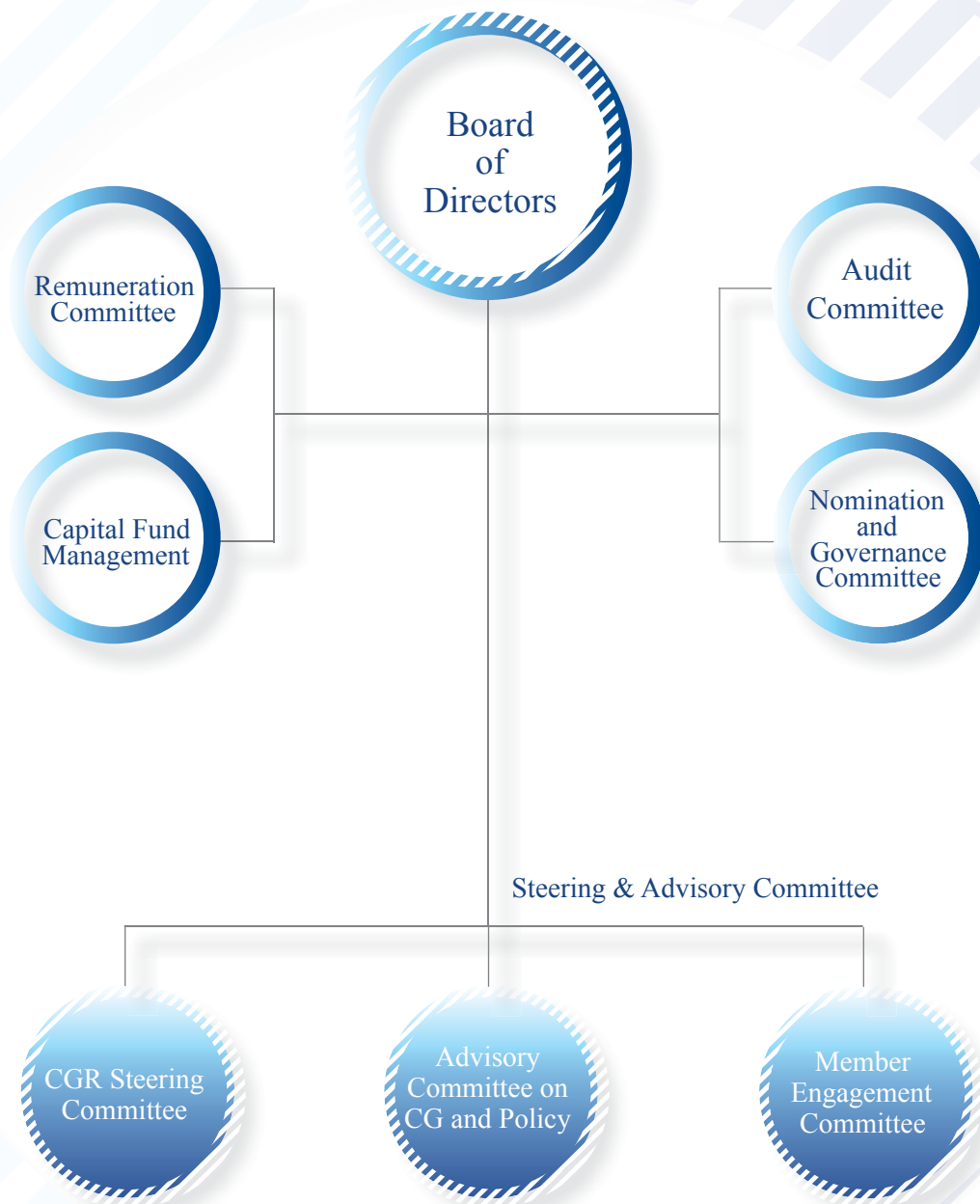
1.6 Information Disclosures

The IOD Board of Directors recognizes the importance of disclosing information about IOD – both financial and other information – to all Stakeholders. Therefore, the Board ensures that correct disclosures are made in a comprehensive, transparent and timely manner and in accordance with applicable legal and regulatory requirements.

IOD has established the following key channels of communications for disclosing required information:

1. The IOD Annual Report
2. The IOD website (www.thai-iod.com)
3. The IOD magazine and newsletter (BOARDROOM Magazine and Boardroom Flash).

2. Board Structure



Structure of the Board of Directors

The IOD Board of Directors is comprised of persons with varying qualifications in terms of knowledge, skills, professional experiences and areas of expertise. The diverse Board is beneficial to IOD's operations and helps the Board of Directors effectively carry out its duties in overseeing IOD's operations according to its established mission, which includes offering activities to its Members with other activities aimed at promoting good corporate governance practices that requires active participation from the Directors.

It is stipulated that the IOD Board of Directors be comprised of not less than 7 and not more than 17 members, depending upon the appropriate requirements of the IOD's operations at the time.

Given that the IOD operations continually need support of various organizations or agencies that are directly involved, it is necessary to have ex officio Board Members, who are representatives of partner organizations, such as the Bank of Thailand, SEC and SET.

Apart from the ex officio Board members, in accordance with the regulations of IOD, at least half of the Board of Directors must be Independent Directors.

At present, the Board of Directors of the IOD has 15 Board Members, comprising one Executive Director and 14 Independent Directors and Non-Executive Directors, whose names and personal profiles.

Role and Duties of the Board of Directors

Role and Duties of the Board of Directors

1. Determine, together with the Management Group, the vision, mission, strategies and operating policies of IOD and review the annual business plans and evaluate the operating results according to the agreed plans on a regular basis.
 2. Ensure that IOD operations are in accordance with applicable laws, the IOD founding objectives, regulations, resolutions of the Board of Directors, and established policies, goals and agreed business plans.
 3. Oversee that a system of internal controls and of managing any conflict of interest situations is in place, together with good corporate governance practices that are effective and adequate.
 4. Oversee that disclosures are made, relating to financial information and reports are of accepted standards, accurate and complete, and issued in a transparent and timely manner.
 5. Appoint or discharge the CEO/ President.
 6. Evaluate the annual performance of the CEO/President and determine whether the remuneration/ compensation to be given to the CEO/President corresponds to the actual performance results.
 7. Oversee that a succession plan is in place for the CEO/President and other Senior Management positions
 8. Consider the appointment of Board Committees, and establish their respective roles and responsibilities
- benefit to the operations of IOD.
6. Report any related transactions or those that may involve a conflict of interests with IOD.
 7. Refrain from making use of any confidential inside information made available to them as a Board Director for any personal benefit, or refrain from causing any damages to IOD.
 8. Report any changes in their qualifications that will result in them not being fully qualified to serve as a Director.

Chairman of the Board

The Chairman of the Board is an Independent Director and also not a Member of any Board Committees.

Role and Duties of the Chairman

- 1 Act as the leader in the activities of the Board of Directors and as a representative of IOD in contacting external parties on behalf of the IOD Board of Directors.
- 2 Act as the Chairman in Board Meetings and the IOD AGM and oversee that these meetings proceed in accordance with the principles of good governance and in an effective manner.
- 3 Ensure that the conduct of the Board of Directors fully complies with all applicable laws and regulations and good governance policies of IOD.
- 4 Ensure that the Board of Directors receive all relevant information and documentation and that it is accurate, complete, adequate and timely as required for being able to effectively consider various matters.
- 5 Oversee that an evaluation of the Board's performance is undertaken, so that the Board can act and carry out its duties in an effective and efficient manner.
- 6 Promote and encourage all Directors to express their opinions, and to actively participate in IOD activities.
- 7 Ensure that both the structure and composition of the IOD Board of

Role and Duties of Directors

1. Act in accordance with all relevant and applicable laws, rules and regulations.
2. Discharge their duties in an honest manner and with all due care for the maximum benefit of IOD.
3. Participate in and fully support the activities of IOD on a regular basis.
4. Attend Board Meetings and the AGM on a regular basis.
5. Express opinions that will be of

Directors is appropriate and capable of undertaking their required role and duties in an effective manner.

8 Make recommendations to and support the CEO/President of IOD in carrying out his/her role and responsibilities.

Appointing Board Committees

The IOD Board of Directors is able to appoint various Board Committees and is responsible for reviewing and screening any matters as appropriate and necessary to enable the overall activities of the Board to be effective and efficient.

At least two-thirds of the total Members of each Board Committee must be Independent Directors, with the exception of the Audit Committee, which must be totally comprised of Independent Directors.

The term of office for Members of each Board Committee is three years, whereby they can be reelected for another term by a resolution of the Board of Directors, but for not more than two consecutive terms.

The Board of Directors determines policies and the role and responsibilities relating to the various Board Directors as follows:

The Audit Committee

The Audit Committee has the duty and responsibility to review and ensure that IOD issues financial reports that are in compliance with the applicable standards, accurate and complete and adequately disclose all relevant information as required. The Committee is also responsible for establishing internal controls that are appropriate, effective and efficient and screen and disclose information on any transactions that may involve a conflict of interests.

Additionally, the Committee is responsible for considering the selection

and proposed appointment of the IOD external auditor and review the proposed audit fees, as well approve the engagement of a qualified person to provide internal audit services and be responsible for reviewing any complaints from Stakeholders received by the Board of Directors. The Audit Committee is also responsible for preparing the Audit Committee Report for disclosure in the IOD Annual Report

In 2014, the Audit Committee was comprised of three Independent Directors, all of whom had extensive experience in management and in handling legal and financial matters. They were as follows:

1. Mr. Chusak Direkwattanchai
Chairman of the Committee
2. Mrs. Patareeya Benjapolchai
3. Professor Dr. Surapol Nitikraipot

The Committee held four meetings during which all members were in attendance.

The Nomination and Governance Committee

The Nomination and Governance Committee has the duty and responsibility to determine and review good governance policies and regularly monitor the operational activities and results relating to good governance. The Committee is also responsible for considering and determining policies and criteria relating to the nomination process and required qualifications of persons to be elected as Board Directors, which are to be submitted to the Board of Directors for eventual consideration. It is also responsible for selecting and nominating qualified persons to be considered by the Board for appointment as new IOD Directors.

In 2014, the Nomination and Governance Committee was comprised of the following three Members:

1. Mr. Pliu Mangkornkanok
Chairman of the Committee
2. Mr. Chatchai Virameteekul
3. Mr. Weerasak Kosurat

The Committee held three meetings during which all members were in attendance.

The Remuneration Committee

The Remuneration Committee is responsible for setting policies and the criteria for determining the remuneration and compensation of the CEO/President, the annual salary and increase of Staff members as well as the criteria to be used to award annual staff bonus payments. These policies and criteria are to be submitted to the Board of Directors for consideration and approval of the actual remuneration and compensation for the CEO/President, the annual Staff salary increase and bonus payment.

In 2014, the Remuneration Committee was comprised of the following three Members:

1. Mrs. Thongurai Limpiti
Chairman of the Committee
2. Mr. Don Pramudwinai
3. Mrs. Nualphan Lamsm

The Capital Fund Management Committee

The Capital Fund Management Committee is responsible for setting the policies and criteria to be used in managing the IOD capital fund with the aim to achieve returns that are appropriate.

In 2014, the Capital Fund Management Committee was comprised of the following two Members:

1. Mr. Singh Tangtasawas
Chairman of the Committee
2. Dr. Bandid Nijathaworn

The Committee met once during the year during which it considered investing in debentures.

Board Members' Qualifications

Qualifications of Directors

1. A person possessing the qualifications as specified in the regulations of IOD.
2. A person possessing moral ethics, who has shown to support good corporate governance principles and practices.
3. A person who is dedicated and prepared to devote time to actively support the activities of IOD.

Qualifications of Independent Directors

1. A person who is not the CEO/ President of IOD or a member of its Management Group.
2. A person does not have any relatives, parents, spouses, parents of spouses, brothers or sisters, sons or daughters, or spouses of a sons or daughters who are a member of the IOD Management Group.
3. A person who has no business or professional relationships with IOD or the Management Group of IOD, or any conflict of interests with IOD.

Term of Office for Directors

Each Board Director cannot hold a Directorship position for more than two consecutive terms, but can be elected as a Board Director again after a ceasing to be a Director for a period of at least two years.

Nomination Process for Directors

In the event that a Directorship position ends for whatever reason, the Nomination and Governance Committee is responsible for recruiting a replacement. This person must fit the qualifications to be nominated at the AGM of the Board of Directors for election as a Board Director, as applicable. However, with the exception of ex officio Board Directors, in accordance with the regulations of IOD, the Nomination and Governance Committee is required

to evaluate the qualifications and background of Board Members and consider whether their skills and experiences are well-suited to the operations of IOD.

When recruiting and nominating new Directors, the IOD Board of Directors also gives Members the opportunity to submit names of potential candidates to the Nomination and Governance Committee prior to the AGM. Candidate(s) proposed by Members are considered according to the procedures established by the Nomination and Governance Committee and possibly nominated for consideration by Members by the next AGM.

During 2014, no Members submitted names for consideration as potential candidates to serve as a Director. The Nomination and Governance Committee considered the IOD Board structure and composition - such as, gender, age, special expertise, being a good role model for the achievement of success, well-acceptance and the possible devotion of time towards carrying out the duties of a Director combined with the ability to promote and support the operations of IOD. It then submitted the following three names be appointed as a Director for another term:

1. **Mr. Krik-Krai Jirapaet** – considered to have high leadership skills and is able to devote time to carry out the important duties as the Chairman of IOD. His leadership has contributed to the improvement of IOD's operations.
2. **Professor Dr. Surapol Nitikraipot** - offers extensive knowledge and expertise on legal matters.
3. **Mr. Chatchai Virameteekul** – offers extensive knowledge and expertise on good governance,

The Members considered the nominations, and re-elected these

three Directors to be appointed to another term of office on the IOD Board Directors.

Board Performance

Defining Vision and Strategies

The IOD Board of Directors has defined the vision of IOD to be an institution that raises the professional standards of company Directorships, which will result in stable growth of Thai companies. It regularly holds a special Board Meeting to focus on reviewing the organization's vision and mission and set strategies. In 2014, this meeting was held on October 13 with a specific agenda to define IOD's strategic directions for the period 2015 – 2017, and resolve to maintain the core “Members-driven Institute Model” strategy – or be a professional organization that is “members-driven” or driven by (the needs of) its Members.

Board Performance Evaluation

The IOD Board of Directors has an evaluation of its own performance conducted every year and then considers and assesses the performance evaluation results in order to implement necessary improvements and changes. The performance evaluation results are disclosed in the IOD Annual Report.

The Nomination and Governance Committee is responsible for conducting the annual performance evaluation and submitting the results for consideration by the Board. For 2014, the performance evaluation covered six areas: 1) policies of the Board of Directors; 2) carrying out the duties and responsibilities by the Board of Directors; 3) Board structure; 4) direction of the Board's actions; 5) preparation for and actual holding of Board Meetings; and 6) qualifications of Board Members.

The overall average score received

by the Board as a whole from the performance evaluation for 2014 was 95%. The score for each of the six valuation areas were as follows:

1. Policies of the Board of Directors	94%
2. Carrying out the duties and responsibilities by the Board of Directors	93%
3. Board structure	98%
4. Direction of the Board's actions	97%
5. Preparation for and actual holding of Board Meetings	95%
6. Qualifications of Board Members	93%

The Board of Directors acknowledged the above scores and discussed ways to further develop the effectiveness of the Board's activities, including setting succession plans for Senior Management positions, encouraging the entire Board of Directors to attend the AGM and ensuring that the Management Group submits the results of its activities for consideration in the event that they vary from agreed goals and targets in order to resolve the situation or issues and get things back on track.

Directors Remuneration

IOD Board Directors do not receive any remuneration or benefits from IOD other than the right to attend and participate in any of the IOD academic/technical activities as specified by the Board of Directors.

New Director's Orientation Program

Prior to starting their term of office as a newly appointed Director, IOD Board Directors receive comprehensive information, supporting documentations and briefings on IOD's operations, rules and regulations and corporate governance policies. They are also given relevant information that helps them carry out their duties and responsibilities as an IOD Board Director. In 2014, as there were no newly appointed Board Directors, no new Director's orientation was held.

Directors Skills Development

IOD encourages and supports Directors in their quest to further develop knowledge and experiences that are relevant and beneficial for them in carrying out their responsibilities as a Director and beneficial for the operations of the IOD. Examples of some of these activities are: attending skills training programs held by the IOD; and joining good corporate governance related organizations/networks in the name of the IOD.

List of training and seminars which's IOD's board members attendance

1. Mr. Krirk-Krai Jirapaet

Annual General Meeting
Director Dinner Talk
National Director Conference
DCP Reunion
Chairman Forum
Collective Action Against Corruption Conference

2. Mr. Pliu Mangkornkanok

Director Luncheon Briefing
Annual General Meeting
Director Dinner Talk
National Director Conference
DCP Reunion
Chairman Forum

3. Mr. Praphad Phodhivorakhun

Annual General Meeting
DCP Reunion
Chairman Forum
Collective Action Against Corruption Conference

4. Mr. Singh Tangtaswas

Director Forum
DCP Reunion
Chartered Director Event
Chairman Forum
Audit Committee Forum

5. Mr. Charamporn Jotikasthira

Directors Certification Program
185/2014

6. Ms. Kesara Manchusree *

-

7. Mr. Chatchai Virameteekul

Role of the Chairman Program
33/2014
Annual General Meeting

Director Dinner Talk
DCP Reunion

8. Mr. Chusak Direkwattanachai

Director Luncheon Briefing
Role Of The Compensation Committee 18/2014
Annual General Meeting
Director Dinner Talk
DCP Reunion
Chartered Director Event
Chairman Forum
Collective Action Against Corruption Conference

9. Mr. Don Pramudwinai

Annual General Meeting
Director Dinner Talk
DCP Reunion

10. Ms. Thongurai Limpiti

-

11. Ms. Nualphan Lamsam

DCP Reunion

12. Ms. Patareeya Benjapolchai

Director Luncheon Briefing 1/2014
Annual General Meeting
Director Dinner Talk
National Director Conference
DCP Reunion
Director Certification Program Update 2/2014
Audit Committee Forum
Director Luncheon Briefing 3/2014

13. Dr. Vorapol Socratyanurak

Collective Action Against Corruption Conference

14. Mr. Weerasak Kowsurat

Role of the Nomination and Governance Committee 6/2014
Advance Audit Committee Program 15/2014
Corporate Governance for Executives 1/2014
Director Luncheon Briefing 2/2014
Role Of The Compensation Committee 18/2014
Annual General Meeting
Director Dinner Talk
DCP Reunion
Chairman Forum

15. Prof. Dr. Surapon Nitikraipot

DCP Reunion

16. Dr. Bandid Nijathaworn

National Director Conference
Annual General Meeting
Director Dinner Talk

* Replaced Mr. Charamporn Jotikasthira, whose term of office as the SET President expired on June 1st, 2014.

DCP Reunion
Chartered Director Event 1/2014
Chartered Director Event 2/2014
Collective Action Against Corruption Conference
Director Luncheon Briefing
Chairman Forum

Internal Controls

The IOD Board of Directors oversees the Management Group to ensure that it has in place internal controls for financial matters and operates in compliance with applicable laws and regulatory requirements based on the Handbook of Internal Controls. The Board also ensures that an Internal Auditor has been appointed. This position, which reports directly to the Audit Committee, is taken by an outside person or external professional services firm to undertake the internal audit functions. The Board of Directors conducts a regular review of the internal controls procedures every year.

The Board of Directors has established a channel of communication through the Chairman of the Board, the Chairman of the Audit Committee, and the Chairman of the Nomination and Governance Committee to directly receive any complaints from Staff members. It is also in the process of establishing a channel of communication through the IOD Audit Committee to receive complaints from its Members and other Stakeholders.

Performance Evaluation of the CEO/President

A performance evaluation of the CEO/President is conducted based on established key performance indicators (KPI's) as agreed between the CEO/President and the Board in advance. The results of this performance evaluation is used by the Board to determine the remuneration and compensation given to the CEO/President and when considering the

extension of the work contract. The IOD Board of Directors also discloses and discusses the results of the performance evaluation with the CEO/President in order to exchange viewpoints and determine ways to further develop the required activities and job performance of the CEO/President.

Board Meetings

The Board of Directors holds at least four Board Meetings each year. At least one third of the Board of Directors must call for a Board Meeting. When that happens, the Chairman of the Board must hold a Board Meeting within 14 days of receiving the request.

The Board regularly allocates sufficient time to consider and review the vision, missions and strategies of the IOD once a year. Board Directors may also meet among themselves without any Executive Directors/ Management members being present. During 2014, the Board of Directors held a five Board Meetings. At one of those meetings, the focus was on the vision, missions and strategies of IOD.

During the year, no Board Directors meeting were held without any Executives/Management members being present, as there was no specific agenda item to be considered. Prior to every Board Meeting, the Chairman of the Board and CEO/President discuss the relevant issues and proposed agenda items to be considered at the Board Meeting. They also agree on the timetable and key agenda items to be considered at each Board Meeting in advance for the whole year. This information is then relayed Board Directors at the first Board Meeting of each year. At least seven days before a scheduled Board Meeting, the Management Group sends to each Board Director the Notification for a Board Meeting and the proposed agenda items for

consideration along with relevant supporting documents. This enables the Directors to prepare for the upcoming Board Meeting.

After each Board Meeting, written minutes of the Board Meeting are made. They include , a summary

of the salient issues and significant points of discussions, questions and responses, opinions of the Board Directors and the final resolutions of the Board Meeting.; The minutes are submitted for adoption at the next Board Meeting.

Attendance Record at Meetings

IOD Directors	IOD Board Meeting	
	(including 1 Board Meeting specifically on strategy)	IOD AGM
1. Mr.Krirk-Krai Jirapaet	4	1
2. Mr. Pliu Mangkornkanok	5	1
3. Mr. Praphad Phodhivorakhun	5	-
4. Mr. Singh Tangtaswas	4	-
5. Mr. Charamporn Jotikasthira	2	-
Ms. Kesara Manchusree *	2	-
6. Mr. Chatchai Virameteekul	5	1
7. Mr. Chusak Direkwattanachai	4	1
8. Mr. Don Pramudwinai	2	1
9. Ms.Thongurai Limpiti	4	-
10. Ms. Nualphan Lamsam	2	-
11. Ms. Patareeya Benjapolchai	5	1
12. Dr. Vorapol Socratyanurak	3	-
13. Mr. Weerasak Kowsurat	5	1
14. Prof. Dr. Surapon Nitikraipot	3	-
15. Dr. Bandid Nijathaworn	5	1

* Join the IOD Board Meeting No 3/2014 for the first time, replacing Mr.Charamporn Jotikasthira, whose term of office as the SET President expired.

Report of the Board of Directors' Responsibility for the Financial Statements

The IOD Board of Directors fully recognize that the preparation of the Financial Statements in a correct, complete and transparent manner so that they are proper and creditable is one of the key responsibilities of the Board in accordance with the principles of good corporate governance. Therefore, the Board has appointed the Audit Committee, which is comprised of Independent Directors, to be responsible for overseeing and reviewing, in detail, the Financial Statements.

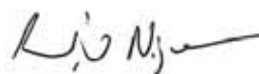
The Audit Committee conducted the review and reported that the Financial Statements for the accounting year ending on December 31, 2014 was prepared according to generally accepted accounting standards and

appropriate accounting policies that have been regularly applied and that all significant information has been fully and adequately disclosed within the Notes to the Financial Statements. Additionally, the Audit Committee assessed and reviewed the IODs internal controls system and Internal Audit activities and found them to be adequate and appropriate to IOD's operations.

Therefore, Board of Directors is of the opinion that the IOD Financial Statement for the accounting year ending on December 31, 2014 accurately presents both the financial status and the operating results of the IOD together with all associated significant information in a correct manner.



(Mr. Krik-Krai Jirapaet)
Chairman,
Thai Institute of Directors



(Mr. Bandid Nijathaworn)
President & CEO
Thai Institute of Directors

Audit Committee Report

The IOD Audit Committee, which was appointed by the Board of Directors, currently is comprised of three Members, who are Independent Directors, all of which have extensive experience in financial management, finance and accounting and legal expertise. They are:

1. Mr. Chusak Direkwattanachai Chairman, Audit Committee
2. Ms. Patareeya Benjapolchai Member
3. Mr. Surapon Nitikraipot Member

During 2014, the Audit Committee carried out its duties in accordance with the established scope of responsibilities as assigned by the IOD Board of Directors and according to the Charter of the Audit Committee; four Committee meetings were held during the year:

- Meeting No. 1 8 January
Attended by all Committee members
- Meeting No. 2 21 April
Attended by all Committee members
- Meeting No. 3 20 June
Attended by all Committee members
- Meeting No. 4 3 November
Attended by all Committee members

Significant Activities Undertaken by the Audit Committee

1. Review of Financial Statements: The Audit Committee reviewed the information and significant facts contained in the IOD Financial Statements. It also invited the external Auditor to meet to clarify any questions of the Audit Committee and confirm that the preparation of the IOD Financial Statements was fully in accordance with generally accepted accounting standards and whether the information disclosed was adequate. All of the opinions and comments expressed by the Auditor were in a fully independent manner.

The results of the review indicated that the IOD Financial Statements have been prepared in full accordance with generally accepted accounting standards, and are accurate, complete, transparent and credible.

2. Review the internal controls systems and internal audit activities: The Audit Committee reviewed the adequacy of IOD's internal controls systems and selected an Internal Auditor from an independent company to be

responsible for monitoring the findings of the internal control activities and to closely oversee the outcome of the review.

Based on the review, the Audit Committee has found that IOD has in place an adequate internal controls system that is appropriate to its operations.

3. Consideration of the appointment of the IOD external Auditor The Audit Committee has considered the selection of the external Auditor based on the following considerations: credibility; degree of independence; lack of any other business relationships with or vested interests relating to the IOD/ the Board Directors/ the Management Group; and experience in auditing the IOD financial accounts. The Committee also reviewed the associated audit fee and found it to be appropriate.

The Committee then submitted its opinion to the IOD Board of Directors, to be proposed for approval at the 2015 AGM, that PricewaterhouseCoopers ABAS Co. Ltd. be appointed as the authorized external Auditor for IOD for 2015 - with Ms. Amornrat Pearmpoonvatanasuk Certified Public Accountant (Thailand) No. 4599, Mr. Prasit Yuengsrikul Certified Public Accountant (Thailand) No. 4174 and Mr. Vichien Khingmontri Certified Public Accountant (Thailand) No. 3977 of Pricewaterhouse Coopers ABAS Ltd. be appointed as the Association's auditors, any one of them being authorized to conduct the audit and express an opinion on the financial statements of the Association.

4. Review that the operations and activities comply with all relevant laws; The Audit Committee has reviewed and ensured that the IOD conducts its operations correctly and in strict compliance with all relevant laws. During 2014, no instances of IOD having breached any legal requirements were found.

In summary, from its review of the activities, the Audit Committee is of the opinion that during 2014 the operations of the IOD are in full compliance with all relevant legal requirements and in accordance with the principles of good corporate governance, and that an appropriate and adequate internal controls system is in place, and that all its financial reports have been correctly prepared and are credible.



Mr. Chusak Direkwattanachai
Chairman, Audit Committee



Financial
Statements

THAI INSTITUTE OF DIRECTORS ASSOCIATION

FINANCIAL STATEMENTS

31 DECEMBER 2014



AUDITOR'S REPORT

To the Board of Directors and members of Thai Institute of Directors Association

I have audited the accompanying financial statements of Thai Institute of Directors Association, which comprise the statement of financial position as at 31 December 2014, and the related statements of income and expenditure, changes in fund balances and cash flows for the year then ended, and a summary of significant accounting policies and other notes.

Management's Responsibility for the Financial Statements

The Association's management is responsible for the preparation and fair presentation of these financial statements in accordance with Thai Financial Reporting Standards for Non-publicly Accountable Entities and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

My responsibility is to express an opinion on these financial statements based on my audit. I conducted my audit in accordance with Thai Standards on Auditing. Those standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Association's management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.



Opinion

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Thai Institute of Directors Association as at 31 December 2014, and its results of operations and its cash flows for the year then ended in accordance with Thai Financial Reporting Standards for Non-publicly Accountable Entities.

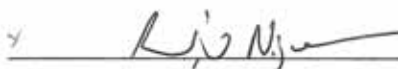
A handwritten signature in blue ink, appearing to read 'Chaisiri Ruangritchai', written in a cursive style.

Chaisiri Ruangritchai
Certified Public Accountant (Thailand) No. 4526
PricewaterhouseCoopers ABAS Ltd.

Bangkok
20 April 2015

Thai Institute of Directors Association
Statement of Financial Position
As at 31 December 2014

	<u>Notes</u>	<u>2014 Baht</u>	<u>2013 Baht</u>
Assets			
Current assets			
Cash and cash equivalents	3	20,722,975	32,083,217
Short-term investments	4	61,000,000	47,000,000
Trade and other receivables	5	13,429,310	2,708,450
Other current assets		<u>1,183,087</u>	<u>1,122,288</u>
Total current assets		<u>96,335,372</u>	<u>82,913,955</u>
Non-current assets			
Long-term investments	6	28,000,000	17,000,000
Equipment, net	7	5,737,382	6,124,547
Intangible asset, net	8	550,755	20,528
Other assets		<u>-</u>	<u>14,616</u>
Total non-current assets		<u>34,288,137</u>	<u>23,159,691</u>
Total assets		<u>130,623,509</u>	<u>106,073,646</u>


 (Mr. Bandid Nijathaworn)
 President & CEO


 (Mr. Krirk-Krai Jirapaet)
 Chairman

Thai Institute of Directors Association
Statement of Financial Position (Cont'd)
As at 31 December 2014

	<u>Notes</u>	<u>2014</u> <u>Baht</u>	<u>2013</u> <u>Baht</u>
Liabilities and fund balance			
Current liabilities			
Trade and other payables	9	27,054,957	20,381,944
Current portion of membership fee received in advance		3,704,548	3,201,243
Accrued income tax		1,992,737	1,738,026
Other current liabilities		<u>2,626,286</u>	<u>2,226,767</u>
Total current liabilities		<u>35,378,528</u>	<u>27,547,980</u>
Non-current liabilities			
Membership fee received in advance		2,458,887	1,764,220
Employee benefit obligations	10	<u>4,196,166</u>	<u>6,481,483</u>
Total non-current liabilities		<u>6,655,053</u>	<u>8,245,703</u>
Total liabilities		<u>42,033,581</u>	<u>35,793,683</u>
Fund balance			
Fund received from			
- The Stock Exchange of Thailand		16,000,000	16,000,000
- Bank of Thailand		3,000,000	3,000,000
- The Office of the Securities and Exchange Commission		2,000,000	2,000,000
- Capital Market Development Fund Foundation		2,000,000	2,000,000
- The World Bank		8,618,454	8,618,454
Accumulated excess of income over expenditure		<u>56,971,474</u>	<u>38,661,509</u>
Total fund balance		<u>88,589,928</u>	<u>70,279,963</u>
Total liabilities and fund balance		<u>130,623,509</u>	<u>106,073,646</u>

The notes to the financial statements on pages 8 to 14 form an integral part of these financial statements.

**Thai Institute of Directors Association
Statement of Income and Expenditure
For the year ended 31 December 2014**

	<u>Notes</u>	<u>2014 Baht</u>	<u>2013 Baht</u>
Income			
Revenue from training and seminar		78,609,773	77,628,702
Membership fee		6,139,904	5,934,602
Donations and sponsorship income		25,515,309	23,969,492
Other income	11	<u>8,442,211</u>	<u>6,341,226</u>
Total income		<u>118,707,197</u>	<u>113,874,022</u>
Expenditure			
Training and seminar expenses		61,009,942	64,764,587
Membership expenses		11,563,063	8,591,412
Administrative expenses		25,314,742	22,794,251
Income tax	13	<u>2,509,485</u>	<u>2,162,380</u>
Total expenditure		<u>100,397,232</u>	<u>98,312,630</u>
Excess of income over expenditure for the year		<u>18,309,965</u>	<u>15,561,392</u>

The notes to the financial statements on pages 8 to 14 form an integral part of these financial statements.

Thai Institute of Directors Association
Statement of Changes in Fund Balances
For the year ended 31 December 2014

	2014	2013
	Baht	Baht
	<u> </u>	<u> </u>
Fund balance		
Beginning balance	<u>31,618,454</u>	<u>31,618,454</u>
Ending balance	<u>31,618,454</u>	<u>31,618,454</u>
Accumulated excess of income over expenditure		
Beginning balance	38,661,509	23,100,117
Increase during the year	<u>18,309,965</u>	<u>15,561,392</u>
Ending balance	<u>56,971,474</u>	<u>38,661,509</u>
Total	<u><u>88,589,928</u></u>	<u><u>70,279,963</u></u>

The notes to the financial statements on pages 8 to 14 form an integral part of these financial statements.

Thai Institute of Directors Association
Statement of Cash Flows
For the year ended 31 December 2014

	Notes	2014 Baht	2013 Baht
Cash flows from operating activities			
Excess of income over expenditure before income tax		20,819,450	17,723,772
Adjustment for:			
Depreciation charge	7	4,680,510	4,356,218
Amortisation charge of intangible assets	8	106,424	5,876
Interest income	11	(3,450,923)	(2,253,144)
Employee benefit obligations	10	1,284,683	477,682
Gain on disposal of equipment		-	(143,204)
Changes in operating assets and liabilities			
- Trade and other receivables		(10,535,021)	4,197,762
- Other current assets		(60,799)	227,052
- Other assets		14,616	-
- Trade and other payables		7,450,496	3,576,173
- Membership fee received in advance		1,197,972	(108,761)
- Other current liabilities		399,519	235,158
- Employee benefits paid	10	(3,570,000)	-
Net cash received from operating activities		18,336,927	28,294,584
Interest received		3,265,083	2,045,313
Income tax paid		(2,254,773)	(1,840,272)
Net cash generated from operating activities		19,347,237	28,499,625
 Cash flows from investing activities			
Cash paid for purchases of equipment		(5,070,828)	(952,161)
Cash paid for purchases of computer software		(636,651)	-
Cash received from bond redemption		-	14,000,000
Investment in bond		(6,000,000)	(12,000,000)
Investment in fixed deposit		(19,000,000)	(47,000,000)
Cash received from sales of equipment		-	150,000
Net cash used in investing activities		(30,707,479)	(45,802,161)
Net increase in cash and cash equivalents		(11,360,242)	(17,302,536)
Cash and cash equivalents, beginning balance		32,083,217	49,385,753
Cash and cash equivalents, ending balance	3	<u>20,722,975</u>	<u>32,083,217</u>
 Non-cash transactions:			
Payable for purchases of equipment		12,517	790,000

The notes to the financial statements on pages 8 to 14 form an integral part of these financial statements.

1 General information

Thai Institute of Directors Association (“the Association”) is a non-political and non-profit making association, which was established on 28 December 1999, with the objectives to develop and support good corporate governance efficient and conducive to achieve the international recognition and acceptance; create and improve standards, quality and ethics of company directors; arrange training courses for the purpose of disseminating knowledge, skills and information useful for the work performance of the company directors; collaborate in carrying out all activities beneficial to the country’s business arena as a whole to national development and prosperity.

The address of its registered office is as follows:

3th Floor, CMA. Building 2, 2/9 Moo 4 Northpark Project, Vibhavadi-Rangsit Road, Thung Song Hong, Laksi, Bangkok 10210.

The financial statements have been approved for issue by the Association’s management on 20 April 2015.

2 Significant accounting policies

The principal accounting policies adopted in the preparation of these financial statements are set out below:

2.1 Basis of preparation

These financial statements have been prepared in accordance with the Thai Financial Reporting Standards for Non-publicly Accountable Entities as issued by the Federation of Accounting Professions. The statement of cash flows has been prepared in accordance with Thai Financial Reporting Standards.

The financial statements have been prepared under the historical cost convention.

An English-language version of the financial statements has been prepared from the statutory financial statements that are in the Thai language. In the event of a conflict or a difference in interpretation between the two languages, the Thai-language statutory financial statements shall prevail.

2 Significant accounting policies (Cont'd)

2.2 Foreign currency transactions

Items included in the financial statements of the Association are measured using Thai Baht. The financial statements are presented in Thai Baht.

Foreign currency transactions are translated into Thai Baht using the exchange rates prevailing at the date of the transaction.

At the end of each reporting period, foreign currency monetary balances are translated by using the exchange rate at the closing rate on that date. Monetary assets denominated in foreign currency are translated to Thai Baht by using a bank's buying rate and monetary liabilities denominated in foreign currency are translated to Thai Baht by using a bank's selling rate. Non-monetary balances denominated in a foreign currency are carried at cost using the exchange rate at the date of transaction.

Gains and losses resulting from the settlement of foreign currency transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of income.

2.3 Cash and cash equivalents

Cash comprises cash on hand, deposits held at call with banks but exclude deposits with banks which are held to maturity, certificates of deposit issued by commercial banks and financial institutions, and restricted deposits. Cash equivalents comprise short-term highly liquid investments with maturities of three months or less from the date of acquisition.

2.4 Equipment

An item of equipment is stated at cost less accumulated depreciation and allowance for decrease in value (if any).

The cost of an item of equipment comprises its purchase price, import duties and non-refundable purchase taxes (after deducting trade discounts and rebates) and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. These include the initial estimate of costs of dismantling and removing the item, and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period.

2 Significant accounting policies (Cont'd)

2.4 Equipment (Cont'd)

The cost of replacing part of equipment is included in the carrying amount of the asset when it is probable that future economic benefits will flow to the Association and the carrying amount of those replaced parts is derecognised. Repairs and maintenance are charged to the statements of income during the financial period in which they are incurred.

Depreciation is calculated on the straight line basis to write off the cost of each asset to its residual value over the estimated useful life as follows:

Office renovation	5 years
Office equipment	3, 5 years
Furniture and fixtures	5 years
Computer	3 years

The assets' residual value, useful lives, and depreciation method are regularly reviewed.

Whenever there is any indication showing a permanent decrease in the amount of property, plant, and equipment; such as an evidence of obsolescence or physical damage of an asset, significant changes in the manner in which an asset is used or is expected to be used, the Association shall recognise loss on decrease in value of property, plant and equipment in statement of income where the carrying amount of asset is higher than the recoverable amount. The recoverable amount of asset is the higher of its fair value less costs to sell and its value in use.

2.5 Computer software

Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful lives 3 or 5 years.

2.6 Provident fund

The Association operates a provident fund that is a defined contribution plan. The assets of which are held in a separate fund which is managed by the external fund manager. The provident fund is funded by payments from employees and by the Association. Contributions to the provident fund are charged to the statement of income and expenditure in the year to which they relate.

2 Significant accounting policies (Cont'd)

2.7 Provisions

Provisions - general

Provisions are recognised when the Association has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made. Where the Association expects a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

Employee benefit obligations

The Association has an obligation under labour law in benefit payable under the plan for employees until retirement date. The maximum amount of obligation shall not exceed the amount of final salary payable for 10 months. The employees will receive the payment amount at retirement date. The Association estimated a provision at the end of reporting period, which calculation is based on current salary reflected by the employee turnover and the proportion of working period of employees and working period until retirement.

2.8 Revenue recognition

Income and expenditure are recognised on an accrual basis.

3 Cash and cash equivalents

Cash and cash equivalents as at 31 December comprise the followings:

	2014	2013
	Baht	Baht
Cash on hand	12,700	15,543
Deposits held at call with financial institutions	20,710,275	25,067,674
Fixed deposits	-	7,000,000
	<u>20,722,975</u>	<u>32,083,217</u>

4 Short-term investments

Short-term investments consist of fixed deposits that mature between 3 and 12 months from the date of acquisition, fixed deposits that have an original maturity of more than 12 months but mature within the following 12 months and investments in bond issued by the Ministry of Finance due for redemption in November 2015 which bearing interest at the rates ranging between 2.60% - 3.75% per annum.

5 Trade and other receivables

	2014 Baht	2013 Baht
Accrued income	12,446,370	2,018,885
Prepaid expenses	147,667	132,092
Other receivables	835,273	557,473
	<u>13,429,310</u>	<u>2,708,450</u>

6 Long-term investments

Long-term investments consist of investments in bonds issued by Bank of Thailand, debenture issued by PTT Public Company Limited and CP All Public Company Limited due for redemption in September 2016, November 2020 and August 2021 respectively and fixed deposits that have an original maturity of more than 12 months which bearing interest at the rates ranging from 3.00% to 6.00% per annum.

7 Equipment, net

	Office renovation Baht	Office equipment Baht	Furniture and fixture Baht	Total Baht
As at 31 December 2013				
Cost	12,754,132	8,182,201	3,450,854	24,387,187
<u>Less</u> Accumulated depreciation	<u>(9,941,316)</u>	<u>(5,552,146)</u>	<u>(2,769,178)</u>	<u>(18,262,640)</u>
Net book amount	<u>2,812,816</u>	<u>2,630,055</u>	<u>681,676</u>	<u>6,124,547</u>
For the year ended 31 December 2014				
Opening net book amount	2,812,816	2,630,055	681,676	6,124,547
Additions	1,799,347	2,253,836	240,162	4,293,345
Depreciation charge	<u>(2,698,797)</u>	<u>(1,437,180)</u>	<u>(544,533)</u>	<u>(4,680,510)</u>
Closing net book amount	<u>1,913,366</u>	<u>3,446,711</u>	<u>377,305</u>	<u>5,737,382</u>
As at 31 December 2014				
Cost	14,553,479	10,436,037	3,691,016	28,680,532
<u>Less</u> Accumulated depreciation	<u>(12,640,113)</u>	<u>(6,989,326)</u>	<u>(3,313,711)</u>	<u>(22,943,150)</u>
Net book amount	<u>1,913,366</u>	<u>3,446,711</u>	<u>377,305</u>	<u>5,737,382</u>

8 Intangible asset, net

	Computer software Baht
As at 31 December 2013	
Cost	1,339,625
<u>Less</u> Accumulated amortisation	<u>(1,319,097)</u>
Net book amount	<u>20,528</u>
For the year ended 31 December 2014	
Opening net book amount	20,528
Additional	636,651
Amortisation charge	<u>(106,424)</u>
Closing net book amount	<u>550,755</u>
As at 31 December 2014	
Cost	1,976,276
<u>Less</u> Accumulated amortisation	<u>(1,425,521)</u>
Net book amount	<u>550,755</u>

9 Trade and other payables

	2014 Baht	2013 Baht
Other payables	1,921,453	3,965,760
Accrued expenses	3,253,477	3,787,676
Deferred training and seminar income	20,335,233	12,135,792
Deferred sponsorship income	1,129,000	-
Advance from members	415,794	492,716
	<u>27,054,957</u>	<u>20,381,944</u>

10 Employee benefit obligations

	2014 Baht	2013 Baht
Opening balance	6,481,483	6,003,801
Provision charge for the year	1,284,683	477,682
Paid during the year	<u>(3,570,000)</u>	-
Closing balance	<u>4,196,166</u>	<u>6,481,483</u>

11 Other income

	2014	2013
	Baht	Baht
Survey report income	2,223,000	2,389,000
Interest income	3,450,923	2,253,144
Advertising income	2,263,000	887,000
Others	505,288	812,082
	<u>8,442,211</u>	<u>6,341,226</u>

12 Commitments

Consultancy and training commitment

The Association has entered into an agreement with a foreign institution to obtain consultancy and training in respect of several executive training programs. The Association is required to pay right execution fee and the training program usage fee amounting to AUD 12,500 per quarter until 2016.

In addition, the Association has commitment to pay other consultancy fee amounting to Baht 4,320,000 per year during 1 January 2015 to 31 December 2015.

Operating lease commitments

The future minimum lease payments under non-cancellable operating lease are as follows:

	2014	2013
	Baht	Baht
Not later than 1 year	4,712,400	4,670,800
Later than 1 year and not later than 5 years	2,712,000	6,824,000
	<u>7,424,400</u>	<u>11,494,800</u>

13 Income tax

The Association pays income tax at the rate of 2% on service income with the exemption of membership fee income and donation. Interest income is subject to tax at the rate of 10%.



We are IOD



Management

Dr. Bandid Nijathaworn
Ms. Suthasinee Nimitkul
Ms. Wilairat Nensaengtham
Ms. Ada Ingawanij
Ms. Wirawan Munnapinun
Ms. Siriporn Vanijyananda
Ms. Choawalak Chaiwirattana
Mr. Tanakorn Pornratananukul
Ms. Voravee Poolsawas

President and CEO
Advisor, Policy Brief and Advocacy
Senior Vice President
Senior Vice President
Assistant Vice President
Assistant Vice President
Senior Manager
Senior CG Specialist
Executive Secretary

Member Relations



Ms. Siriporn Vanijyananda
Assistant Vice President

Ms. Sarinee Ruangkongkiat
Ms. Srirat Emmad
Mr. Sittisak Phaemane
Ms. Tanyaporn Autthaporn
Ms. Nitinart Suk-Aree

Ms. Ada Ingawanij
Senior Vice President

Program Management

Ms. Choawalak Chaiwirattana
Ms. Piyanuch Buachim
Ms. Pairumpar Yooyen
Ms. Nicharat Prawatsupphawat
Mr. Hatsadin Kampiranond

Curriculum Development

Mr. Tanakorn Pornratananukul
Ms. Benyada Kumlungua
Mr. Dacha Kongdang
Mr. Pakit Rimmakulsub
Ms. Ruangfon Jaismut
Ms. Kongkun Tribunjongsilpa
Ms. Charawi Chiramakara
Ms. Waratnam Ratchamusikpat
Mr. Apilarp Phaopinyo



Director Training



Mr. Kulvech Janvatanavit

Principal Advisor

Ms. Siriporn Vanijyananda

Assistant Vice President

Ms. Tanyaporn Autthaporn

Mr. Kittidej Chantangkul

Mr. Nithidol Pattanatakoolsook

Private Sector
Collective Action
Coalition Against
Corruption
(CAC Project)

Ms. Wilairat Nensaengtham

Senior Vice President

Ms. Nisa Jirapongwanich

Mr. Suwittha Poolsap

Ms. Piyanart Yukong

Ms. Chuleeporn Prasert

Ms. Angkana Nuaurai

Ms. Suchaya Channarongkul



Administration

Research & Policy

Ms. Suthasinee Nimitkul
Advisor, Policy Brief and Advocacy
Ms. Wirawan Munnapiun
Assistant Vice President

Ms. Manee Maneesang
Mr. Kantaphat Thanakunjiraphat
Ms. Tanawan Surawattanasise
Ms. Siriporn Wongkeaw
Ms. Ampawa Yolrabil
Ms. Aurakarn Jungthirapanich
Ms. Witchuta Suwannachairob
Ms. Veerin Siriphan



General Information

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Tel.	(66) 2955-1155, Fax. (66) 2955-1156-7
Type of Business	Non Profit Association
Register No.	Jor.3904/2542 dated. December 28, 1999
Register	Ministry of Interior, Thailand
Established Capital	17 Million Baht
Account Period	1 January - 31 December
Auditor	Mr. Chaisiri Ruangritchai, Certified Public Accountant (Thailand) No.4526 PricewaterhouseCoopers ABAS Limited 15th Floor, Bangkok City Tower, 179/74-80 South Sathorn Road, Bangkok 10120, Thailand Tel. (66) 2344-1000 Fax. (66) 2286-5050 www.pwc.com/th

